

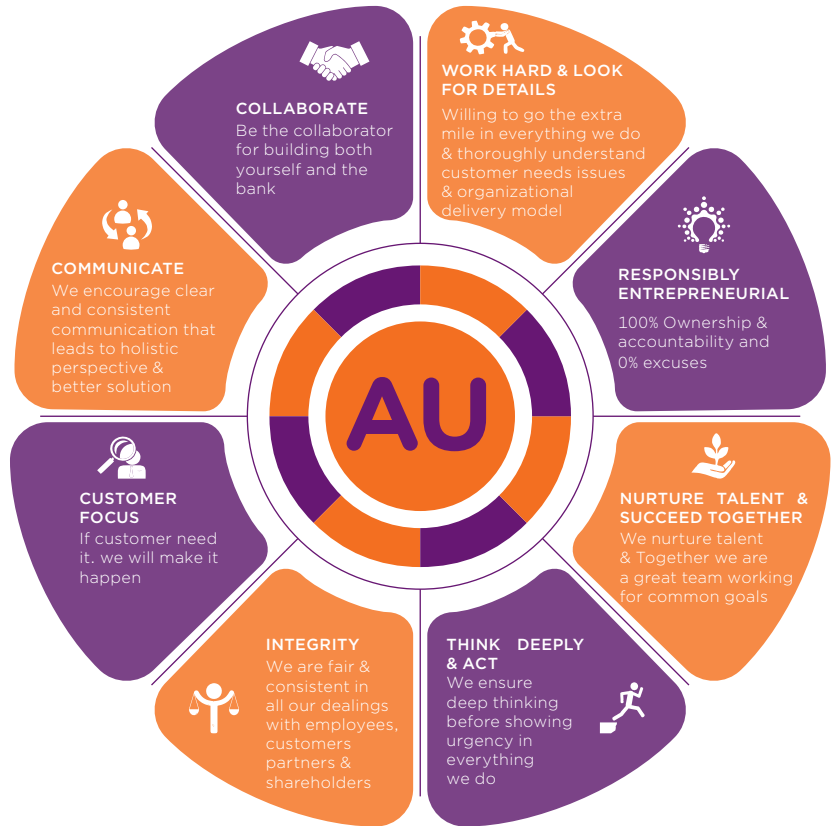


## Annexure I REPORT ON CORPORATE GOVERNANCE

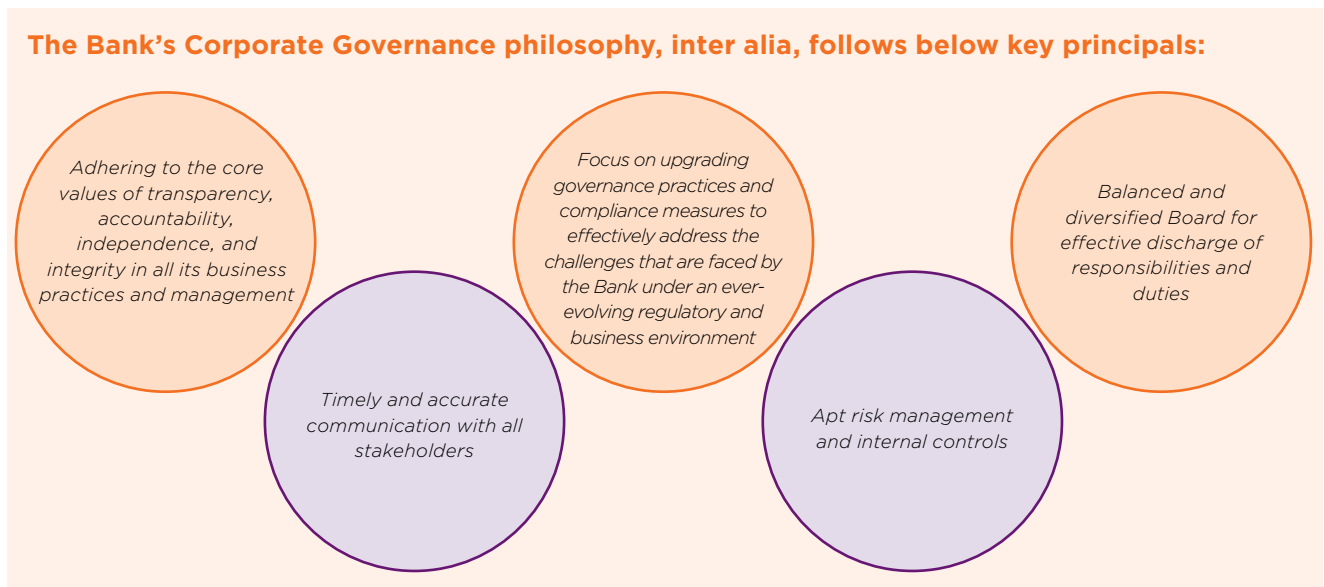
### The Bank's philosophy on Corporate Governance

At AU SFB, our Corporate Governance philosophy revolves around our value system i.e. 'AU Dharma', viz. Collaborate, Work Hard and Look for Details, Responsibly Entrepreneurial, Nurture Talent & Succeed Together, Think Deeply & Act, Integrity, Customer Focus, and Communicate.

Our Corporate Governance philosophy serves as the cornerstone of our operations, guiding our actions with integrity, accountability, and responsibility. We are steadfast in our commitment to fostering trust and transparency across all stakeholder relationships, ensuring the Bank's orderly development and sustainable growth.



### The Bank's Corporate Governance philosophy, inter alia, follows below key principals:



Our Corporate Governance philosophy is rooted in building a resilient and transparent framework that not only propels sustainable business growth but also reflects the Bank's core values of integrity, accountability, and responsibility. We are committed to functioning not merely as a financial institution, but as a responsible corporate citizen actively contributing to the well-being of our communities and playing a meaningful role in the evolving India growth story.

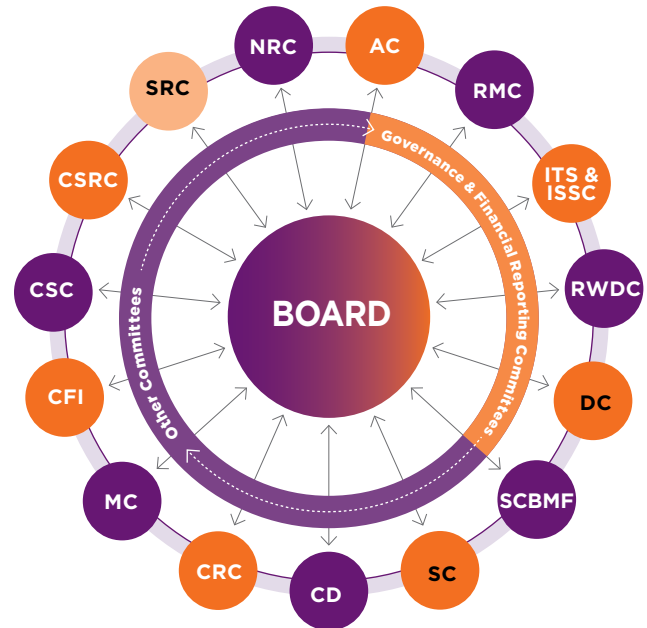
## Bank's Governance Structure

Diagrammatic representation of the governance structure of the Bank:

The governance framework of the Bank is led by the Board of Directors ("the Board"), appointed by the shareholders. The Board serves as a trustee for all stakeholders, including shareholders, regulators, customers, employees, and the broader community.

The Board is responsible for Bank's strategic direction and is supported by various Board Committees and Board-Delegated Committees (Executive Committees). These Committees operate under clearly defined charters, ensuring focused oversight and effective decision-making in their respective domains.

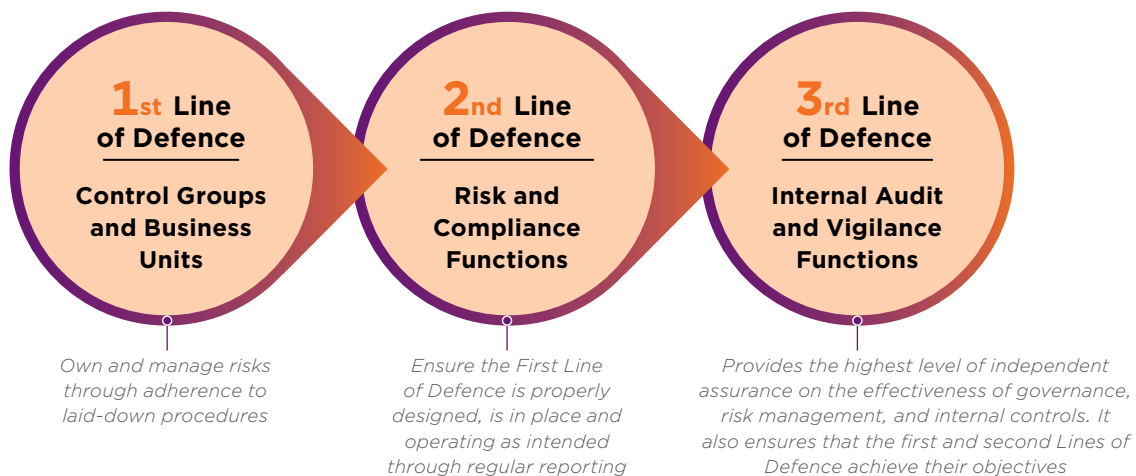
The Managing Director & Chief Executive Officer ("Managing Director & CEO"), under the overall supervision and guidance of the Board, is responsible for implementing the Bank's strategy and overseeing its overall operations. The Executive Director & Deputy CEO, along with the Senior Management Team, supports the MD & CEO in managing the Bank's day-to-day functions and ensuring effective oversight across business and support areas.



AC - Audit Committee, RMC - Risk Management Committee, ITS&ISSC - IT Strategy and Information Systems Security Committee, RWDC - Review of Classification of Wilful Defaulters Committee, DC - Disciplinary Committee, SCBMF - Special Committee of the Board for Monitoring and Follow-up of cases of Frauds, SC - Sustainability Committee, Committee of Directors (CD), CRC - Capital Raising Committee, MC - Management Committee, CFI - Committee for Financial Inclusion, CSC - Customer Service Committee, CSRC - Corporate Social Responsibility Committee, SRC - Stakeholders Relationship Committee, NRC - Nomination & Remuneration Committee.

## Three layers of defence

The Bank has a robust internal control framework based on the Three Lines of Defence model. The first layer comprises business units and control groups, which are responsible for identifying and managing risks as part of their day-to-day operations. The second layer is formed by the Risk and Compliance functions, which provide oversight, guidance, and support to ensure effective risk management and regulatory compliance. The third layer, comprising the Internal Audit and Vigilance functions, operates independently of the first two layer and is tasked with providing objective assurance on the adequacy and effectiveness of the Bank's internal controls, risk management, and governance processes.





## Board of Directors (“the Board”)

### A. Composition of Board

**Board Composition by role**



- Executive Directors - 20%
- Independent Directors - 70%
- Non-Executive Non-Independent Directors - 10%

**Gender Distribution**



- Women Directors - 20%
- Men Directors - 80%

As on March 31, 2025, the Board consists of 10 Directors with 2 Executive Directors, 1 Non-Executive Non-Independent Director and 7 Independent Directors including 2 Woman Independent Directors. The diverse and experienced Board contributes to better decision making, strategic planning and fosters long term sustainability. The Board comprising of majority of Independent Directors provide unbiased perspectives, best governance practices, ensures accountability and mitigate conflicts of interest.

### B. Details of the Board of Directors as on March 31, 2025:



**Mr. Harun Rasid Khan**  
 (“Mr. H. R. Khan”)

Part-Time Chairman & Independent Director  
Din: 07456806

**Age**

70 Years

**Qualification**

M.A., M. Phil, Diploma in Business Management, CAIIB

**Date of Appointment**

December 28, 2021 (As Independent Director) January 30, 2024 (As Chairman)

**Date of Re-appointment**

December 28, 2024 (As Independent Director and Chairman)

**Term of Directorship**

3 Years

**Shareholding**

Nil

**Board Membership - Other Listed Entities**

Nil

**No. of Directorships in other Companies**

Nil

**Member/Chairperson in Committee(s)**

Nil



**Mr. Kamlesh Shivji Vikamsey**

Independent Director  
DIN: 00059620

**Age**

64 Years

**Qualification**

FCA, B.Com

**Date of Appointment**

April 25, 2022

**Date of Re-Appointment**

April 25, 2025

**Term of Directorship**

5 Years (w.e.f. April 25, 2025)

**Shareholding**

Nil

**Board Membership - Other Listed Entities**

1. Navneet Education Limited - Non-Executive Director & Chairperson
2. Nuvama Wealth Management Ltd.- Independent Director

**No. of Directorships in other Companies**

5

**Member/Chairperson in Committee(s)**

Member - 5  
Chairperson - 4



**Mr. Kannan Gopalaraghavan Vellur  
("Mr. V. G. Kannan")**

Independent Director  
DIN: 03443982

**Age**

68 Years

**Qualification**

MBA, CAIIB, Organisational Leadership Executive Programme, Wharton Business School

**Date of Appointment**

January 22, 2020

**Date of Re-Appointment**

January 22, 2023

**Term of Directorship**

3 Years

**Shareholding**

825 shares

**Board Membership - Other Listed Entities**

Aptus Value Housing Finance India Limited - Independent Director

**No. of Directorships in other Companies**

2

**Member/Chairperson in Committee(s)**

Member - 2  
Chairperson - 1



**Ms. Kavita Venugopal**

Independent Director  
DIN: 07551521

**Age**

68 Years

**Qualification**

MBA, BA and Certificate Programme on Corporates Boards Membership by FICCI Women

**Date of Appointment**

March 29, 2023

**Date of Re-appointment**

NA

**Term of Directorship**

3 Years

**Shareholding**

Nil

**Board Membership - Other Listed Entities**

Munjal Showa Limited - Independent Director  
Oracle Financial Services Software Limited - Independent Director

**No. of Directorships in other Companies**

5

**Member/Chairperson in Committee(s)**

Member - 7  
Chairperson - 3



**Ms. Malini Thadani**

Independent Director  
DIN: 01516555

**Age**

67 Years

**Qualification**

MA, Ohio University, Master's in History, Hindu College, Certificate of Public Administration, Ohio University

**Date of Appointment**

November 25, 2022

**Date of Re-Appointment**

NA

**Term of Directorship**

3 Years

**Shareholding**

Nil

**Board Membership - Other Listed Entities**

Max Estates Limited - Independent Director  
Max Financial Services Limited - Independent Director

**No. of Directorships in other Companies**

2

**Member/Chairperson in Committee(s)**

Member - 3  
Chairperson - Nil



**Mr. Mankal Shankar Sriram  
("Mr. M. S. Sriram")**

Independent Director  
DIN: 00588922

**Age**

62 Years

**Qualification**

Graduate from IRMA, Fellow - IIMB

**Date of Appointment**

October 21, 2019

**Date of Re-Appointment**

October 21, 2022

**Term of Directorship**

3 Years

**Shareholding**

Nil

**Board Membership - Other Listed Entities**

Nil

**No. of Directorships in other Companies**

1

**Member/Chairperson in Committee(s)**

Member - 2  
Chairperson - 1

**Mr. Pushpinder Singh**

Independent Director  
DIN: 08496066

**Age**

71 Years

**Qualification**

B.Sc., CAIIB

**Date of Appointment**

October 21, 2019

**Date of Re-Appointment**

October 21, 2022

**Term of Directorship**

3 Years

**Shareholding**

500 shares

**Board Membership – Other Listed Entities**

Nil

**No. of Directorships in other Companies**

Nil

**Member/Chairperson in Committee(s)**

Nil

**Mr. Divya Sehgal**

Non-Executive Non-Independent Director  
DIN: 01775308

**Age**

52 Years

**Qualification**

B.E., IIT-Delhi, PGDM,  
IIM-Bengaluru

**Date of Appointment**

April 01, 2024

**Date of Re-Appointment**

NA

**Term of Directorship**

3 Years

**Shareholding**

Nil

**Board Membership – Other Listed Entities**

Home First Finance Company India Limited – Nominee Director

**No. of Directorships in other Companies**

2

**Member/Chairperson in Committee(s)**

Member – 1  
Chairperson – Nil

**Mr. Sanjay Agarwal**

Managing Director & CEO (Executive)  
DIN: 00009526

**Age**

54 Years

**Qualification**

CA, B. Com

**Date of Appointment**

April 19, 2017 (Commencement of Banking Operations, on Board since January 22, 2003)

**Date of Re-Appointment**

April 19, 2023

**Term of Directorship**

3 Years

**Shareholding**

11,71,91,360 Shares

**Board Membership – Other Listed Entities**

Nil

**No. of Directorships in other Companies**

Nil

**Member/Chairperson in Committee(s)**

Member – 1  
Chairperson – Nil

**Mr. Uttam Tibrewal**

Whole-time Director and Deputy CEO (Executive)  
DIN: 01024940

**Age**

54 Years

**Qualification**

B. Com

**Date of Appointment**

April 19, 2017 (Commencement of Banking Operations, on Board since January 22, 2005)

**Date of Re-Appointment**

April 19, 2023

**Term of Directorship**

3 Years

**Shareholding**

1,38,25,212 Shares

**Board Membership – Other Listed Entities**

Nil

**No. of Directorships in other Companies**

Nil

**Member/Chairperson in Committee(s)**

Nil

**Notes:**

1. No. of directorships in other Companies includes Listed Companies and Public Limited Companies.
2. Committee details include details of membership(s) and chairpersonship(s) of only Audit Committee and Stakeholders Relationship Committee across all public companies including the Bank as per provisions of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
3. Detailed profile of each director can be accessed at <https://www.aubank.in/about-us/board-of-directors>.
4. Necessary disclosures regarding Committee positions in other Public Limited Companies as on March 31, 2025 have been made by the Directors.
5. None of the Directors on the Board hold directorship in more than 10 Public Limited Companies and not exceeding 20 companies in compliance with the requirement of the Companies Act, 2013.
6. None of the Directors on the Board are member of more than 10 committees (Audit Committee and Stakeholders Relationship Committee) or acted as a chairman of more than 5 committees (Audit Committee and Stakeholders Relationship Committee) across Public Limited Companies in which they hold directorship.
7. None of the Directors on the Board serves as a Director on more than 7 Listed Companies.
8. None of the Directors on the Board who are Independent Directors of the Bank have resigned before the expiry of their tenure during FY 2024-25.
9. None of the Director on the Board belong to promoter and promoter group except Mr. Sanjay Agarwal.
10. No inter se relationship exists between the Directors of the Bank.
11. The composition of the Board conforms to the Banking Regulation Act 1949, the Listing Regulations, the Companies Act, 2013 and the relevant rules made thereunder.

The changes in the composition of the Board of Directors that took place during the FY 2024-25 were carried out in compliance of the provisions of the Companies Act, 2013/Listing Regulations/RBI Guidelines. The details of appointment/re-appointment during the FY 2024-25 are covered in the Board's Report.

As on March 31, 2025, except Mr. Divya Sehgal who is non-independent director, all non-executive directors on the Board were Independent Directors as defined under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013 along with rules framed thereunder. In terms of Regulation 25(8) of Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. Independent Directors of the Bank have submitted their annual disclosures/declarations with respect to the criteria of independence as stipulated under the provisions of the Companies Act, 2013, Listing Regulations, the Banking Regulation Act, 1949, and the guidelines issued by the RBI from time to time and in the opinion of Board, the independent directors meet the criteria of independence laid down thereunder and are independent of the management.

**C. Skill Matrix of Board**

In the opinion of the Board and the Nomination and Remuneration Committee, the Directors of the Bank possess skills/expertise/competence relevant in the context of Bank's businesses and the sector in which the Bank functions, to ensure effective functioning of the Bank as per the matrix given below:

Area of Expertise	Mr. H. R. Khan	Mr. Kamlesh Vikamsey	Mr. V. G. Kannan	Ms. Kavita Venugopal	Ms. Malini Thadani	Mr. M. S. Sriram	Mr. Pushpinder Singh	Mr. Divya Sehgal	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
Accountancy										
Agriculture and Rural Economy										
Banking										
Business Management										
Co-operation										
Economics										
Finance										
Financial Inclusion										

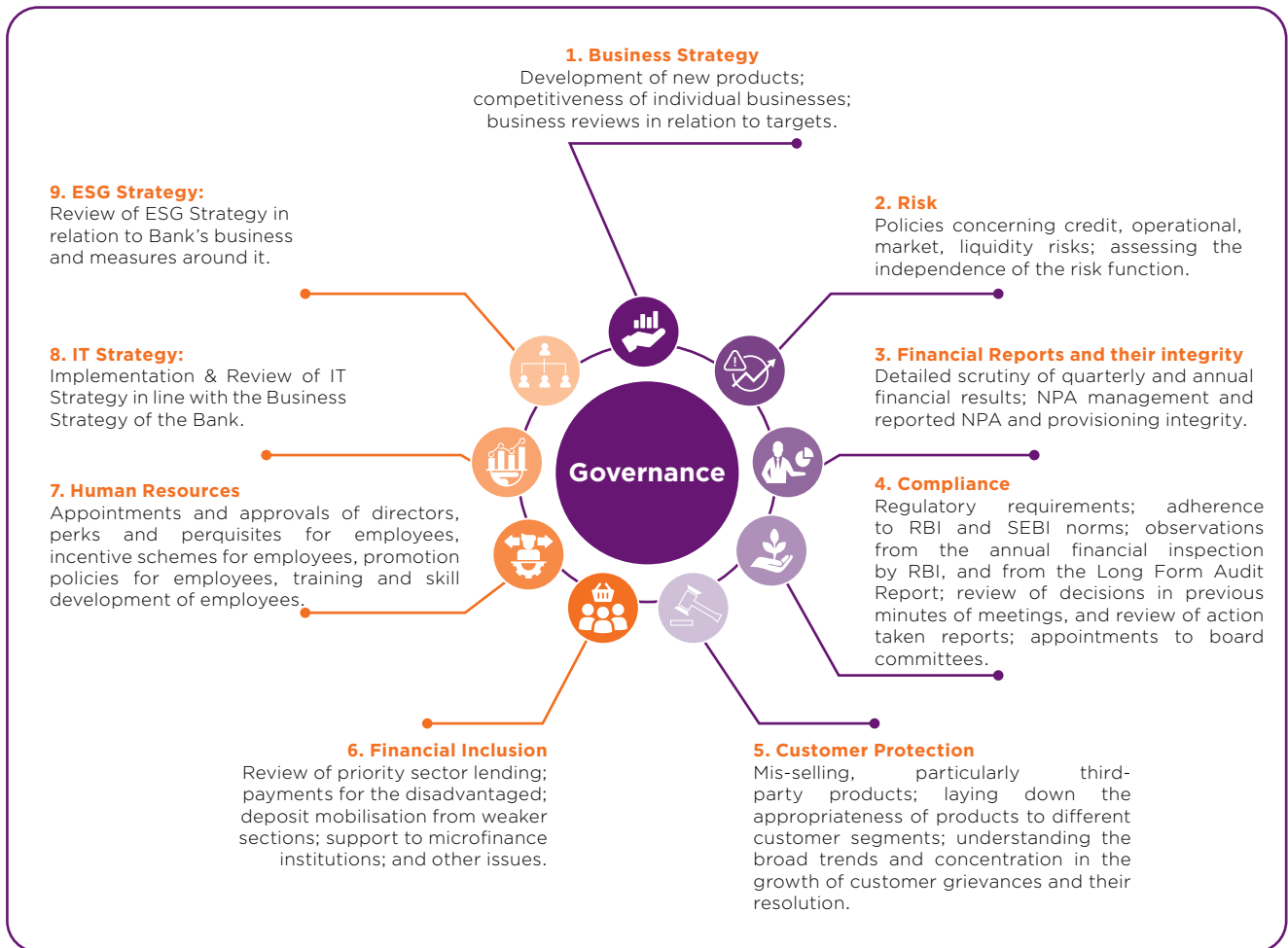


Area of Expertise	Mr. H. R. Khan	Mr. Kamlesh Vikamsey	Mr. V. G. Kannan	Ms. Kavita Venugopal	Ms. Malini Thadani	Mr. M. S. Sriram	Mr. Pushpinder Singh	Mr. Divya Sehgal	Mr. Sanjay Agarwal	Mr. Uttam Tlbrewal
Human Resources										
Information Technology										
Payment and Settlement										
Risk Management										
Small Scale Industry										
Sustainability and ESG										
Treasury										

**D. Board and Committee Meetings**

The Board and Committee meetings are convened at regular intervals to deliberate on matters of strategic and financial importance and regulatory agendas covered under the Reserve Bank of India’s Calendar of Reviews dated May 14, 2015 which is based on seven critical themes. In line with the principles of robust governance, the Board has approved the addition of two new themes to the Calendar of Reviews viz. IT Strategy and ESG Strategy.

**Governance through focus on Nine critical themes**



### Scheduling of the meetings

The dates of Quarterly meetings of the Board and the Committees are decided well in advance to ensure Board members availability and effective participation in the Board and Committee meetings. However, in case of a special and urgent business need, the Bank convene meetings physically or through electronic means at shorter notice or place the matter for consideration/approval through circular resolution.

Matters in the nature of unpublished price sensitive information are circulated to the Board and Committee members, at a shorter notice, as per the general consent obtained pursuant to the Secretarial Standards from time to time.

### Agenda of the meetings

The agendas of the Board meetings include matters prescribed by the RBI vide Calendar of Reviews dated May 14, 2015 and other matters required under the provisions of applicable laws. The agendas of Board and Board Committee meetings are prepared on the basis of the calendar of reviews of respective committee which includes matters prescribed under applicable laws and as per business requirements.

The agenda notes are prepared and reviewed by the concerned officials of the respective department in consultation with the Functional Head/ Company Secretary.

In order to facilitate the effective discussions at the meetings, the agendas are bifurcated into three categories viz. approval, policies and noting/review to facilitate efficient time management, informed decision-making and active participation at meetings, leading to higher Board effectiveness.

### Procedure

The agendas for the Board and Committee meetings along with the presentations are circulated to the members of the Board/ Committee in advance for well-informed decision-making. The members have unrestricted access to all the relevant and required information. The agenda notes and presentations are also shared through secured application for easy access of Board members.

Concerned officials are invited to Board and Committee meetings to provide insights related to the items being presented before the Board/ Committee to enhance the depth of discussions and well-informed decision-making.

### Post-meeting Action Tracker

Directions given by the Board/Committee are communicated to the relevant official/department for taking necessary action at their end. The important decisions taken at the Board and Committee meetings are tracked till their closure and an 'Action Taken Report' is placed before the Board and Committee at their meeting.

### Minutes of the Meeting

Pursuant to the requirements of the Secretarial Standard on Meetings of the Board of Directors ("SS-I") issued by the Institute of Company Secretaries of India ("ICSI"), the draft minutes are circulated to the members of the Board/Committee within 15 days from the date of the conclusion of the meetings, for their comments. The Comments received on the minutes of Board/Committee are duly incorporated and the minutes are noted in the meeting held after the entry of said minutes in minutes book.

The resolution, if any, passed by circulation is placed at the next meeting of the Board/ Committee.

### Number of Board meetings held during FY 2024-25

During the FY 2024-25, the Board of the Directors of the Bank met Eleven (11) times on following dates:



The requisite quorum was present for all the meetings of the Board held during FY 2024-25.



The attendance details of directors at Board Meetings and last Annual General Meeting (“AGM”) are as follows:

Name of the Director	Designation	No. of Board meetings entitled to attend	Board Meetings attended	Attendance at Twenty Ninth AGM
Mr. H. R. Khan	Part-Time Chairman and Independent Director	11	11	✓
Mr. Kamlesh Vikamsey	Independent Director	11	11	✓
Mr. V. G. Kannan	Independent Director	11	11	✗
Ms. Kavita Venugopal	Independent Director	11	11	✓
Ms. Malini Thadani	Independent Director	11	11	✗
Mr. M. S. Sriram	Independent Director	11	11	✗
Mr. Pushpinder Singh	Independent Director	11	11	✓
Mr. Divya Sehgal	Non-Executive Non-Independent Director	10	7	✓
Mr. Sanjay Agarwal	Managing Director & CEO	11	11	✓
Mr. Uttam Tibrewal	Whole Time Director and Deputy CEO	11	11	✓

The role and the composition of Board committees as of March 31, 2025 is as follows:

## 1. Audit Committee

### Terms of Reference

The terms of reference of the Audit Committee, inter-alia, include:

- Review and approve the remit, nature and scope of the internal audit function and ensure it has adequate resources, skills, qualifications, and appropriate access to information to enable it to perform its function effectively.
- Consider major findings of internal - quarterly, semi-annual, and annual audit reviews.
- Review of significant Audit Findings of the following audits along with the compliance thereof - (i) LFAR (ii) Concurrent Audit (iii) Internal Inspection (iv) I.S. Audit of Data Centre (v) Treasury and Derivatives (vi) Management Audit at Controlling Offices/Head Offices.
- Review management letter(s) and management response to the findings, recommendations of the external auditor(s)
- Oversee relationship with external auditors with respect to their remuneration for services, terms of engagement, assessment of their independence, rotation of auditors, resignation and dismissal of auditors, approval of audit plan in line with the scope of engagement.
- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management’s investigation and follow-up (including disciplinary action) of any instances of non-compliance, including their policies, procedures, techniques, and other regulatory requirements.
- Obtain regular updates from management and Bank’s legal counsel regarding compliance matters.
- Oversight of the Bank’s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient, and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Bank including approval of payment to auditors for any other services rendered.
- Appointment of Chief Financial Officer, Head of Internal Audit, Chief Compliance Officer, Head of Internal Vigilance after assessing the qualifications, experience, and background, etc. of the candidate and changes in their terms, if any.
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors’ responsibility statement to be included in the

Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgement by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure & approvals of any related party transactions; and
- modified opinion(s) in the draft audit report.
- Reviewing and overseeing the functioning of the whistle blower mechanism/vigil mechanism established by Bank and the Chairperson of audit committee shall directly hear grievances of victimisation of employees and directors, who use vigil mechanism to report genuine concerns.
- Approval or any subsequent modification of transactions of the Bank with related parties or grant of omnibus approval for related party transactions proposed to be entered into by the Bank subject to the conditions specified under Listing Regulations;
- Reviewing, with the management, the quarterly financial results before submission to the Board for approval.

During the year, Audit Committee met Twelve (12) times on April 18, 2024, April 23, 2024, April 24, 2024, May 15, 2024, May 27, 2024, July 16, 2024, July 25, 2024, August 17, 2024, October 19, 2024, October 23, 2024, January 17, 2025 and January 24, 2025.

Details of the composition of the Audit Committee as on March 31, 2025 is as follows:

<b>Name</b>	<b>Category of Directorship</b>	<b>Chairperson/ Member</b>
Mr. Kamlesh Vikamsey	Independent Director	Chairperson
Mr. M. S. Sriram	Independent Director	Member
Mr. V. G. Kannan	Independent Director	Member
Ms. Kavita Venugopal	Independent Director	Member

## 2. Risk Management Committee

### Terms of Reference

The terms of reference of the Risk Management Committee, inter-alia, include:

- Review Bank's risk management framework (i.e. principles, policies, strategies, process, and controls) and to ensure that the same is being communicated throughout review reports from management concerning changes in the factors relevant to the Bank's projected strategy, business performance and capital adequacy.
- To ensure that the procedures for identifying, measuring, monitoring, and controlling risks are in place.
- Ensure appropriate risk organisation structure with authority and responsibility clearly defined, adequate staffing and the independence of the Risk Management function.
- To review report on fraudulent transactions relating to internet banking and pointing out the deficiencies in the existing system including steps taken to prevent such cases under Operational risk.
- Review reports from management concerning implications of new and emerging risks, legislative or regulatory initiatives and changes, organizational changes and all other major initiatives in order to monitor them.
- To continuously scan the environment for new and emerging risks coming up including changes in regulations/rules which could impact the performance of the Bank.
- To review, consider and recommend to Nomination & Remuneration Committee ("NRC") performance assessment of Chief Risk Officer ("CRO") of the Bank and set objectives for the CRO and ensure that the CRO has unfettered access to the Risk Management Committee and Board.
- Oversee statutory/regulatory reporting requirements related to risk management.
- Monitor and review capital adequacy computation with an understanding of methodology, systems, and data.
- Approve the stress testing results/analysis and monitor the action plans and corrective measures in line with internal guidelines.



- Monitor and review non-compliance, limit breaches, audit/regulatory findings and policy exception of risk management as well as fraud and potential losses.
- Oversee the working of the Credit Risk Management Committee, Asset & Liability Management Committee, Investment Committee, Operational Risk Management Committee, Committee for Outsourcing of IT & Financial Services and IT Security Risk Management Committee.
- Review and ensure that all systems are being implemented in the Bank with adequate security controls.
- Provide appropriate and prompt reporting to the Board of Directors, in order to fulfil the oversight responsibilities of the Board of Directors.

During the year, Risk Management Committee met Ten (10) times on April 20, 2024, April 23, 2024, May 14, 2024, June 26, 2024, July 19, 2024, August 17, 2024, October 17, 2024, October 22, 2024, January 18, 2025 and January 23, 2025.

Details of the composition of the Risk Management Committee as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Mr. V. G. Kannan	Independent Director	Chairperson
Mr. Pushpinder Singh	Independent Director	Member
Ms. Kavita Venugopal	Independent Director	Member
Mr. H. R. Khan	Independent Director	Member
Mr. Kamlesh Vikamsey	Independent Director	Member

### 3. Nomination and Remuneration Committee (“NRC”)

#### Terms of Reference

The terms of reference of the NRC, inter-alia, include:

- Develop policies and lay down criteria for appointment/removal/reappointment of the Directors of the Board capturing the statutory and regulatory requirements.
- Formulate comprehensive criteria for appointment of directors in terms of qualifications, positive attributes, independence, professional experience, track record and integrity of the person.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- Devise a policy on Board diversity based on diversity of thought, experience, knowledge, perspective, and gender.
- Conduct appropriate due diligence and scrutinise the declarations made by probable candidates at the time of appointment/re-appointment of directors.
- Ensure that the Bank has a detailed succession and management continuity plan for key positions.
- Assist in defining the performance evaluation criteria for directors and other Key Management Personnel (“KMPs”), Senior Managerial Personnel (“SMPs”), Material Risk Takers (“MRTs”) and Control Function Staff and ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Ensure Bank’s compensation policy provides a fair and consistent basis for motivating and rewarding employees appropriately according to their performance, job profile/role size, contribution, skill, and competence and review compensation levels of the Bank’s employees vis-à-vis other Banks and the Banking industry in general.
- Ensure that the compensation for Directors, KMPs, SMPs, MRTs and Control Function Staff is in accordance with the RBI guidelines and other applicable regulatory requirements.
- Review and oversee the Employee Benefits’ programme of the Bank, including deferred benefits plans and retirement plans.
- Perform such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including the following:
  - Administering the Employee Stock Option Plans (“ESOP”);
  - Determining the eligibility of employees to participate under the ESOP;
  - Granting options to eligible employees and determining the date of grant;
  - Determining the number of options to be granted to an employee;
  - Determining the exercise price under the ESOP; and

- Construing and interpreting the ESOP and any agreements defining the rights and obligations of the Bank and eligible employees under the ESOP, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP.

During the year, Nomination and Remuneration Committee met Six (6) times on June 26, 2024, August 17, 2024, September 28, 2024, November 25, 2024, February 19, 2025 and February 25, 2025.

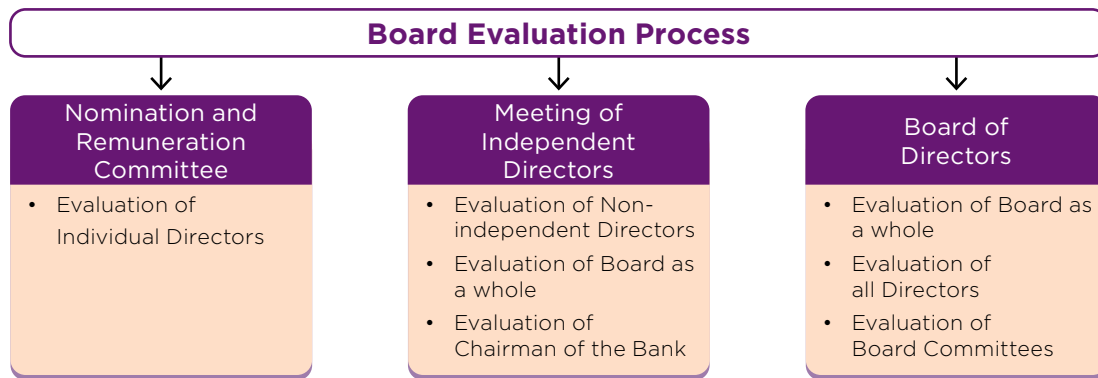
Details of the composition of the Nomination and Remuneration Committee as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/Member
Mr. M. S. Sriram	Independent Director	Chairperson
Mr. Pushpinder Singh	Independent Director	Member
Ms. Malini Thadani	Independent Director	Member
Mr. H. R. Khan	Independent Director	Member

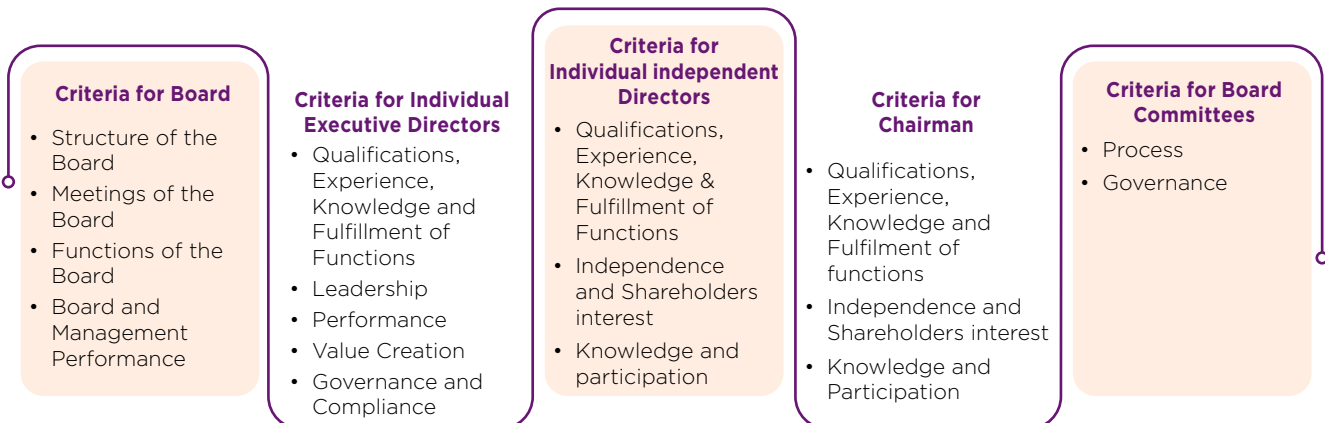
### Performance Evaluation

The Bank's Board evaluation framework is structured in alignment with the provisions of Section 149(8) read with Schedule IV and Section 178(2) of the Companies Act, 2013, as well as Regulations 17 and 25 of the SEBI Listing Regulations, and also adheres to the Guidance Note on Board Evaluation issued by SEBI. The evaluation was carried out through a structured online questionnaire encapsulating both qualitative and quantitative parameters, to ensure a comprehensive and objective assessment of the Board's performance.

The Bank has established a structured and comprehensive process for evaluating the performance of the Board, its Committees, and individual Director, including the Chairperson. This evaluation is designed to promote transparency, accountability, and continuous improvement in governance. As part of this process, the Independent Directors held a separate meeting without the presence of Non-Independent Directors or members of the Management where they reviewed the performance of the Non-Independent Directors, the overall functioning of the Board, and performance of the Chairman of the Bank.



Online questionnaires containing qualitative and quantitative analysis were circulated for performance evaluation of Board as a whole, Individual directors, Chairperson and Committees basis the below mentioned criteria and Director being evaluated did not participate in the process:





### Outcome of Board Evaluation – FY 2024-25

The Board Evaluation for the financial year 2024-25 was conducted with thoroughness and active participation from all Board Members. The outcome of the evaluation was reviewed in the meeting of the Nomination and Remuneration Committee held on June 14, 2025, and subsequently in the separate meetings of the Independent Directors and the Board held on June 28, 2025.

#### Key Observations and Action Points

##### 1. Strategic Discussions and Mid-Year Review

The Board emphasised the need for more detailed discussions on the Bank's strategy and business plan. It was also advised to have a mid-term review of the strategic roadmap be presented at the end of the first half of every financial year.

##### 2. Focus on Matters of Strategic Importance

In addition to statutory and compliance matters, the Board recommended allocating more time to deliberations on business outlook, market dynamics, and long-term strategic planning.

##### 3. Knowledge Enhancement Sessions

It was proposed to organize more knowledge sessions for Board Members and SMPs on emerging and critical topics such as Artificial Intelligence, Forex & Treasury Risks, Corporate Governance, ESG, and implications of Ind-AS.

##### 4. Engagement of External Experts

Bank is looking at engaging external experts as advisors in the fields of economics and information technology for strengthening institutional knowledge to support its growth trajectory and strategic objectives.

#### Evaluation Summary

The evaluation results were positive, indicating that the Board is functioning effectively, with active engagement in discussions on key strategic matters and significant time devoted to important issues. The Board members were found to possess the appropriate mix of skills and demonstrated a collaborative and constructive approach and providing strategic oversight on the functioning of the Bank.

The Board Committees were observed to be operating efficiently, addressing critical matters within their respective domains with diligence and focus.

### Action taken on Previous Year's Observations & Proposed Actions

Key observations of previous year's evaluation were reviewed, and appropriate steps have been taken to address them. The Board continues to monitor progress and ensure implementation of recommendations to enhance governance including appointment of Independent Directors with relevant experience in view of completion of tenure of existing directors during FY2025-26.

#### Compensation Policy

The Bank has in place a Board-approved Compensation Policy that governs the compensation and benefits of Executive and Non-Executive Directors, Key Managerial Personnel, Senior Management, Material Risk Takers, and Control Function staff. This Policy aligns with the Reserve Bank of India's guidelines dated November 4, 2019, on the compensation of Whole-Time Directors, Chief Executive Officers, Risk Takers, and Control Function staff, as well as subsequent RBI directives. It also complies with Section 178 of the Companies Act, 2013, the applicable Rules thereunder, and the Listing Regulations, as amended from time to time."

The Compensation policy regulates the appointment as well as remuneration of Directors (including Independent Directors), Key Managerial Personnel, Senior Management Personnel, Material Risk Takers and Control Function staff.

The Compensation Policy is annually reviewed by the Board of Directors in addition to the other amendments that may be required during the year. The policy is hosted by the Bank on its website and can be accessed through the link at <https://www.aubank.in/investors/secretarial-policies>.

#### Remuneration to Directors

##### Remuneration to Non-Executive Directors

The Independent Directors are paid sitting fees for attending each meeting of the Board of Directors or any Committee thereof as approved by the Board, within the permissible limit prescribed under the Companies Act, 2013, RBI Circulars on Corporate Governance in Banks – Appointment of Directors and Constitution of Committees of the Board dated April 26, 2021 and other regulatory guidelines, as amended from time to time.

The Independent Directors are entitled to receive the sitting fees of ₹90,000 per meeting for attending the Board meetings and ₹55,000 per meeting for attending the Committee meetings. The sitting fee is paid immediately after the respective Board and Committee meeting to those directors who have attended the meetings.

Considering the valuable contribution by the independent directors, fixed remuneration of ₹18,00,000 per annum is payable to each Independent Director of the Bank and ₹27,00,000 per annum to Part Time Chairman of the Bank.

The details of sitting fees for attending the Board & Committee meetings and Compensation paid to Independent Directors for the Financial Year ended March 31, 2025 are provided below:

Name of Director	Sitting Fees	Compensation / Honorarium	(₹ in Lakhs)
			Total
Mr. H. R. Khan*	25.35	24.77	50.12
Mr. Kamlesh Vikamsey	23.80	18.00	41.80
Mr. V. G. Kannan	26.80	18.00	44.80
Ms. Kavita Venugopal	26.40	18.00	44.40
Ms. Malini Thadani	19.35	18.00	37.35
Mr. M. S. Sriram	27.65	18.00	45.65
Mr. Pushpinder Singh	25.60	18.00	43.60

Note: \*The Annual Compensation (Honorarium) payable to Mr. H R Khan (Chairman) has been revised from ₹24 Lakhs to ₹27 Lakhs as per Shareholders' approval via Postal ballot dated October 24, 2024 w.e.f. December 28, 2024.

\*\*None of the Non-executive Directors have any pecuniary relationship or transaction with the Bank apart from receiving sitting fee and Compensation/Honorarium as applicable.

During the FY 2024-25, as per the terms & conditions of appointment of Mr. Divya Sehgal, Non-Executive Non-Independent Director, no sitting fees/fixed remuneration was paid to him.

### Remuneration of Executive Directors

On recommendation of the Nomination and Remuneration Committee, the Board of the Bank approves remuneration of Executive Directors subject to shareholders' and the RBI's approvals as applicable. Terms of appointment of Executive Directors is governed by the employment agreement executed between the Bank and Executive Director.

A proper balance between fixed pay and variable pay is ensured for remuneration of the Executive Directors, the variable pay is a mix of cash and non-cash instrument, which is paid under deferral arrangement. The Executive Directors are duly bound with Malus and claw back clause, which activates in the event of subdued or negative financial performance of the Bank.

The remuneration details of Executive Directors viz. Mr. Sanjay Agarwal, MD & CEO and Mr. Uttam Tibrewal, Whole-Time Director & Deputy CEO of the Bank are given below:

Name	(₹ in Crores)	
	Fixed Pay for FY 2024-25 (including perquisites)	Variable Pay of Previous Years paid during the FY 2024-25
Mr. Sanjay Agarwal, MD & CEO	2.88*	1.13 <sup>#</sup>
Mr. Uttam Tibrewal, Whole Time Director & Deputy CEO@	2.49*	0.40 <sup>^</sup>

\*RBI vide its letter dated December 10, 2024 approved the Fixed pay for FY 2024-25 of ₹2.88 Crores and ₹2.49 Crores of Mr. Sanjay Agarwal and Mr. Uttam Tibrewal, respectively.

<sup>#</sup>Variable Pay (Performance bonus) of ₹2.05 Crores for FY 2023-24 for Mr. Sanjay Agarwal, MD & CEO, was approved by RBI on December 10, 2024 and out of which ₹0.64 Crores was paid during the FY 2024-25 and remaining is deferred in next 3 years in equal instalments. Further, ₹0.20 Crores, ₹0.15 Crores and ₹0.14 Crores were paid during the FY 2024-25 pertaining to deferred variable pay for the FY 2022-23, 2021-22 and 2020-21, respectively.

<sup>^</sup>Variable Pay (Performance bonus) of ₹2.37 Crores (Rs. 0.59 Crores Cash and ESOPs valuing ₹1.78 Crores) for FY 2023-24 for Mr. Uttam Tibrewal, Whole Time Director & Deputy CEO, was approved by RBI on December 10, 2024 and out of cash variable pay ₹0.21 Crores was paid during the FY 2024-25 and remaining is deferred in next 3 years in equal instalments. Further, ₹0.07 Crores, ₹0.06 Crores and ₹0.06 Crores were paid during the FY 2024-25 pertaining to deferred variable pay for the FY 2022-23, 2021-22 and 2020-21 respectively. 97,116 ESOPs amounting to ₹1.78 Crore have been granted under ESOP 2023 by the Nomination & Remuneration Committee of the Bank on August 17, 2024.



@During the FY 2024-25, Mr. Uttam Tibrewal exercised 27,744 options under ESOP Scheme 2020 (9,098 at an exercise price of ₹ 603.50, 13,496 options at an exercise price of ₹617 and 5,150 options at an exercise price of ₹547.50). Remuneration of Mr. Uttam Tibrewal is excluding perquisite amount of ₹36.46 lacs for ESOPs exercised during FY 2024-25. Further details of ESOPs are covered in Board's Report.

The present tenure of the office of the Managing Director & CEO and Whole Time Director is three years w.e.f. April 19, 2023 and can be terminated by either party by giving one month's notice in writing. There is no provision for payment of severance fees.

#### 4. Stakeholders Relationship Committee ("SRC")

##### Terms of Reference

The terms of reference of the SRC, inter-alia, include:

- Resolving the grievances of the security holders of the Bank including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Bank in respect of various services being rendered by the Registrar and Share Transfer Agent ("RTA").
- Review of the various measures and initiatives taken by the Bank for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Bank.
- Review and address all matters pertaining to Depositories for dematerialisation of shares of the Bank and other matters connected therewith.
- Review and address matters pertaining to RTA including appointment of new RTA in place of existing.
- Review status of investor complaints on a periodic basis and issue necessary instructions to expedite resolution of pending complaints.
- Oversee the performance of the RTA and to recommend measures for overall improvement in the quality of investor services.
- Carrying out any other function contained in the Listing Regulations.

During year, SRC met Four (4) times on June 14, 2024, September 14, 2024, November 25, 2024 and March 19, 2025.

Details of the composition of the SRC as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/Member
Ms. Kavita Venugopal	Independent Director	Chairperson
Ms. Malini Thadani	Independent Director	Member
Mr. Kamlesh Vikamsey	Independent Director	Member
Mr. Divya Sehgal	Non-Executive Non-Independent Director	Member
Mr. Sanjay Agarwal	Managing Director & CEO	Member

##### Investor Grievance Redressal

The Bank has appointed MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) as the RTA of the Bank to carry out the share transfer and other work associated thereto. MUFG Intime India Private Limited has appropriate systems to ensure that requisite service is provided to investors of the Bank in accordance with the corporate, securities and other applicable laws and within the adopted service standards. The SRC review/evaluate the performance of RTA in its quarterly meetings.

For any assistance, request or instruction regarding transfer or transmission of securities, dematerialisation of securities, change of address, non-receipt of annual report, dividend warrant and any other query relating to the securities of the Bank, the investors may contact the RTA, MUFG Intime India Pvt. Ltd. at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).

For any escalations, shareholders may write to the Bank at [investorrelations@aubank.in](mailto:investorrelations@aubank.in). The addresses and contact details of RTA are provided at General Shareholder Information section of Corporate Governance Report.

Details of Investor complaints:

Particulars	Shareholders	Debenture holders
No. of complaints pending as on April 1, 2024	0	0
No. of complaints received during FY 2024-25	0	0
No. of complaints resolved during FY 2024-25	0	0
No. of complaints pending as on March 31, 2025	0	0

In compliance with the Listing Regulations, the statement of investor grievances was submitted to stock exchange on a quarterly basis.

Members holding shares in physical form are requested to convert their holdings to dematerialised form to eliminate all risks associated with physical shares, to be able to transfer shares and for ease of portfolio management. Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, Investor Service Request Form (ISR)-1 along with other forms were shared with all the physical shareholders and also made available on the website of the Bank and RTA for updating their KYC details.

#### **Name and Designation of Compliance Officer**

Pursuant to Regulation 6(1) of Listing Regulations, Mr. Manmohan Parnami, Company Secretary is designated as Compliance Officer.

### **5. Corporate Social Responsibility (“CSR”) Committee**

#### **Terms of Reference**

The terms of reference of the CSR Committee, inter-alia, include:

- To formulate and recommend to the Board, a CSR policy which will indicate the activities to be undertaken by the Bank in accordance with Schedule VII of the Companies Act.
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Bank.
- To monitor and review the CSR policy of the Bank and its effective implementation from time to time.
- To formulate and recommend to the Board, an Annual Action Plan in pursuance of CSR policy.
- Monitor the implementation of the projects in pursuance to Annual Action Plan for smooth implementation of the project within the overall permissible time period and satisfy itself regarding the utilisation of the disbursed CSR funds.
- Ensure appropriate disclosures regarding CSR activities undertaken by the Bank are appropriately disclosed in the Annual Report.
- The CSR Committee shall also report annually:
  - Significant CSR activities and achievements in the Bank’s Annual Report.
  - The impact assessment reports which shall be placed before the Board and shall be annexed to the annual report on CSR.

- Any other matter as the CSR Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time.

During the year, CSR Committee met two (2) times on October 22, 2024 and March 29, 2025.

Details of the composition of the CSR Committee as on March 31, 2025 is as follows:

<b>Name</b>	<b>Category of Directorship</b>	<b>Chairperson/Member</b>
Ms. Malini Thadani	Independent Director	Chairperson
Mr. H. R. Khan	Independent Director	Member
Mr. Divya Sehgal	Non-Executive Non-Independent Director	Member
Mr. Sanjay Agarwal	Managing Director & CEO	Member
Mr. Uttam Tibrewal	Whole Time Director & Deputy CEO	Member

### **6. IT Strategy and Information Systems Security Committee**

#### **Terms of Reference**

The terms of reference of the IT Strategy and Information Systems Security Committee, inter-alia, include:

- Review the IT related strategy and policy and ensure that the same is approved by the Board.
- Oversee performance of the IT Steering Committee and IT Security Risk Management Committee and guide the management in implementing the IT strategy, maintaining a good balance between the Board and the Management across all IT related verticals.
- Implementation of an IT governance framework covering basic principles of value delivery, IT Risk Management, IT resource management, and performance management (including IT Security).
- Ensure that a governance structure is created for IT which will include technology and development, IT operations, IT assurance and supplier and resource management, each of which may be headed by suitably experienced and trained senior officials.
- Review IT performance measurement and contribution of IT to the Bank’s business.



- Review the IT operational model and ensure it is effective and working as per set policies and processes.
- Review the investments made into IT infrastructure to sustain the Bank's growth and represent a balance of risks and benefits.
- Overseeing the aggregate funding of IT at Bank-level and ascertain if the management has resources to ensure the proper management of IT risks.
- Oversee and guide the process of:
  - Budgetary allocations for the IT function (including for IT security) aligned with the Bank's IT maturity, digital depth, threat environment and industry standards and are utilized in a manner intended for meeting the stated objectives;
  - Maintain close oversight over the Business Continuity Planning and Disaster Recovery Management of the Bank consistent with the Regulatory and supervisory expectations on the one hand and the best industry standards and practices on the other hand, under the broad Digital Vision of the bank; and
  - Ensure the annual assessment of capacity vis-à-vis the expectations, with sufficient safety in terms of any capacity constraint based on past trend (peak usage), business activities (current as well as future plans) and address the issues effectively in order to ensure that there is always enough bandwidth available for any contingency.

During the year, IT Strategy and Information Systems Security Committee met Four (4) times on June 13, 2024, September 06, 2024, November 20, 2024 and February 24 & 25, 2025.

Details of the composition of the IT Strategy and Information Systems Security Committee as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Mr. Pushpinder Singh	Independent Director	Chairperson
Mr. M. S. Sriram	Independent Director	Member
Mr. V. G. Kannan	Independent Director	Member
Mr. H. R. Khan	Independent Director	Member

## 7. Customer Service Committee ("CSC")

### Terms of Reference

The terms of reference of the CSC, inter-alia, include:

- To review and monitor the effective implementation of customer service-related policies, procedures, systems and processes.
- Review the statement of complaints along with an analysis of the complaints received with an objective to address the following: (i) to identify customer service areas in which the complaints are frequently received; (ii) to identify frequent sources of complaint; (iii) to identify systemic deficiencies; and (iv) for initiating appropriate action to make the grievance redressal mechanism more effective.
- Review, on a quarterly basis, the position of the complaints against the Bank with the Banking Ombudsman offices/Consumer Courts/Courts and analyse the reasons for these complaints not getting resolved by the Bank itself.
- Review the effectiveness of grievance redressal mechanism within the Bank for redressing complaints received about services rendered by Business Correspondents (BC).
- Evaluate the trend analysis of customer complaints by product categories/channels/BCs and monitor improvement plans.
- Ensure that the products and services are appropriate to the needs of the customers by analysing products and service and associated customer complaints for betterment in customer service quality and adhere to extant regulations.
- Assess Banking Ombudsman awards on a periodic basis, address systemic deficiencies brought out by these awards and report cases with delayed implementation of more than 3 months to the Board with reasons for delay to facilitate necessary remedial action on priority.
- Review the details of the number of claims received pertaining to deceased depositors/ locker-hirers/ depositors of safe custody article accounts and those pending beyond the stipulated period, giving reasons.
- Review the performance of 'Standing Committee for Customer Services' and other Sub Committees, if any.
- Benchmark review of turnaround time for key product offerings and monitoring improvement plans put in place.

During the year, CSC met Four (4) times on June 14, 2024, September 29, 2024, November 22, 2024 and January 23, 2025.

Details of the composition of the CSC as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Mr. M. S. Sriram	Independent Director	Chairperson
Ms. Kavita Venugopal	Independent Director	Member
Mr. Pushpinder Singh	Independent Director	Member
Mr. V. G. Kannan	Independent Director	Member
Mr. Uttam Tibrewal	Whole Time Director & Deputy CEO	Member

## 8. Review of Classification of Wilful Defaulters Committee

### Terms of Reference

The terms of reference of the Review of Classification of Wilful Defaulters Committee, inter-alia, include:

- Review and examine the evidence of wilful default on the part of the borrower, and its director/ whole time director.
- Ensure that the parties are given necessary opportunities to put forth their cases before classifying them as wilful defaulters.
- Review of the problematic areas leading to advancement of wilful defaulters in the Bank and develop control measures to mitigate the same.
- Cases where-in suggestions and advice of the Committee is required or cases having substantive progress requiring knowledge of Committee will be reviewed. All cases of Non-Cooperative Borrowers category will be reviewed every six months.
- Make recommendations and facilitate efficient and effective decisions on time to improve the quality of loan portfolio.
- Interface with legal department and recovery department to monitor the wilful default cases and their current position.

During the year, Review of Classification of Wilful Defaulters Committee met Three (3) times on June 14, 2024, September 14, 2024, and February 19, 2025.

Details of the composition of the Review of Classification of Wilful Defaulters Committee as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Mr. Sanjay Agarwal	Managing Director & CEO	Chairperson
Mr. V. G. Kannan	Independent Director	Member
Mr. Kamlesh Vikamsey	Independent Director	Member
Mr. Divya Sehgal	Non-Executive Non-Independent Director	Member

## 9. Special Committee of the Board for Monitoring and Follow up of Cases of Fraud (Erstwhile Special Committee on Fraud Monitoring) ("SCBMF")

### Terms of Reference

The terms of reference of the SCBMF, inter-alia, include:

- SCBMF shall oversee the effectiveness of the fraud risk management in the bank.
- SCBMF shall review and monitor cases of frauds, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimising the incidence of frauds.
- The coverage of the reviews shall include, among others
  - Categories of Frauds
  - Trends of Frauds
  - Industry concentration of frauds
  - Sectoral concentration of frauds
  - Geographical concentration of frauds
  - Delay in detection of frauds if any
  - Classification of frauds
- Identify the system lacunae if any that facilitated perpetration of the fraud and put in place measures to plug the same.
- Evaluation of existing systems and procedures for fraud detection and prevention.
- Identify the reasons for delay in detection, if any, in reporting to top management of the bank and RBI.
- Delay in examination or conclusion of staff accountability.
- Cases involving very senior executives of the bank (MD & CEO / Executive Director / Executives of equivalent rank), the ACB shall initiate examination of their accountability and place it before the Board. Such executive shall



not participate in the meeting of the Board / ACB / SCBMF in which their accountability is to be considered.

- Review the efficacy of the remedial action taken to prevent recurrence of frauds, such as strengthening of internal controls.
- Monitoring progress of CBI / Police investigation and recovery position and ensure that staff accountability is examined at all levels in all the cases of frauds and staff side action, if required, is completed quickly without loss of time.
- Put in place other measures to strengthen preventive measures against frauds.

During the year, Special Committee of the Board for Monitoring and Follow Up Cases of Fraud met once on February 19, 2025.

Details of the composition of the Special Committee on Fraud Monitoring as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Mr. H.R. Khan	Independent Director	Chairperson
Ms. Kavita Venugopal	Independent Director	Member
Mr. V. G. Kannan	Independent Director	Member
Mr. Pushpinder Singh	Independent Director	Member
Mr. Sanjay Agarwal	Managing Director & CEO	Member

## 10. Disciplinary Committee

### Terms of Reference

The terms of reference of the Disciplinary Committee, inter-alia, include:

- To review the policy on Code of Conduct for employees, Whistle Blower Policy and Vigil Mechanism and Prevention and Redressal against Sexual Harassment Policy, recommend the same to the Board and appropriately review as and when required.
- Setting up of a transparent mechanism to decide and resolve complaints from employees and take appropriate corrective action plan.
- Resolution of complaints received by the Bank including sexual harassment and enforce disciplinary action in the matter.
- Taking appropriate remedial measures to respond to any substantiated allegations of a complaint (sexual harassment or disciplinary) against any employee.

- Promote appropriate working conditions and a safe environment for all employees.

During the year, the Disciplinary Committee met two (2) times on April 20, 2024 and October 22, 2024.

Details of the composition of the Disciplinary Committee as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Ms. Kavita Venugopal	Independent Director	Chairperson
Mr. M. S. Sriram	Independent Director	Member
Mr. Pushpinder Singh	Independent Director	Member
Ms. Malini Thadani	Independent Director	Member
Mr. Uttam Tibrewal	Whole Time Director & Deputy CEO	Member

## 11. Committee For Financial Inclusion

### Terms of Reference

The terms of reference of the Committee for Financial Inclusion, inter-alia, include:

- To review the channelisation of deposits in unserved and underserved sections of the society & availability of credit to small business units, small & marginal farmers; micro and small industries and other unorganized sector entities through high technology & low-cost operations.
- Review of the financial inclusion initiatives covering the targets, products, customer segment etc. and review the plan in this regard.
- To monitor achievements in priority sector lending including sub targets covering lending under Agriculture, Small & Marginal farmers, Micro Enterprises and to weaker sections of the society.
- To review and monitor the progress of enrolments under the pro-poor insurance and pension programmes and other government schemes.
- To look at effective ways of partnership (including government and non-government network) that provides the power of aggregation and bulk outreach without significant overheads for the Bank.
- To advise for the new initiatives for financial inclusion that can be undertaken by the Bank.
- To oversee the functioning of channels of financial inclusion including Banking Outlets, Business Correspondents and Unbanked Branch locations and to analyse the operational efficiency and sustainability.

During the year, Committee for Financial Inclusion met Four (4) times on June 14, 2024, September 14, 2024, November 22, 2024 and March 20, 2025.

Details of the composition of the Committee for Financial Inclusion as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Mr. H. R. Khan	Independent Director	Chairperson
Mr. M. S. Sriram	Independent Director	Member
Ms. Malini Thadani	Independent Director	Member
Mr. Uttam Tibrewal	Whole Time Director & Deputy CEO	Member

## 12. Management Committee

### Terms of Reference

The terms of reference of the Management Committee, inter-alia, include:

- To approve credit facilities & investment exposure above certain threshold to new exposure/loan to existing customers along with existing facility.
- Reporting to Board about no officer or any Committee comprising, inter alia, an officer as member, shall, while exercising powers of sanction of any credit facility, sanction any credit facility to his/ her relative.
- Reporting to Board about proposals for credit facilities to the relatives of senior officers of the Bank sanctioned by the appropriate authority through Management Committee.
- Reporting to Board about any company in which any of the relatives of any senior officer of the Bank holds substantial interest or is interested as a director or as a guarantor.
- To sanction proposals of loans and advances aggregating Rupees Twenty Five Lakhs and above to -
  - directors (including the Chairman/Managing Director) of other Banks
  - any firm in which any of the directors of other Banks is interested as a partner or guarantor; and
  - any company in which any of the directors of other Banks holds substantial interest or is interested as a director or as a guarantor.

However, for personal loans granted to any director of other Banks, the threshold shall be Rupees Five Crores.

- To sanction proposals of loans and advances aggregating Rupees Five Crore and above to:

- any relative other than spouse and minor/ dependent children of their own Chairmen/ Managing Directors or other Directors;
- any relative other than spouse and minor / dependent children of the Chairman/Managing Director or other directors of other Banks, including directors of Scheduled Co-operative Banks, directors of subsidiaries / trustees of mutual funds / venture capital funds.
- any firm in which any of the relatives other than spouse and minor / dependent children as mentioned in (a) & (b) above is interested as a partner or guarantor; and;
- any company in which any of the relatives other than spouse and minor / dependent children as mentioned in (a) & (b) above is interested as a major shareholder or as a director or as a guarantor or is in control;

Provided that a relative of a director shall also be deemed to be interested in a company, being the subsidiary or holding company, if he/she is a major shareholder or is in control of the respective holding or subsidiary company.

- Approval of Waiver in POS amount for amount above ₹1 Crore.

During the year, the Management Committee met Three (3) times on June 14, 2024, September 14, 2024 and January 23, 2025.

Details of the composition of the Management Committee as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Mr. Pushpinder Singh	Independent Director	Chairperson
Mr. M. S. Sriram	Independent Director	Member
Mr. Sanjay Agarwal	Managing Director & CEO	Member
Mr. Uttam Tibrewal	Whole Time Director & Deputy CEO	Member

## 13. Capital Raising Committee

### Terms of Reference

The terms of reference of the Capital Raising Committee, inter-alia, include:

- To analyse various options for infusion of capital and funds by offering various securities including equity shares, preference shares, debentures, bonds, BASEL compliant Tier I and Tier II Instruments and other debt securities, etc.



- To approve the issue of securities in one or more tranches to various potential Investors within the overall limit as approved by the Board/ Shareholders and determine price/price range for the securities.
- To approve and incur the necessary expenditure relating to capital and fund-raising exercise.
- To issue receipts/ allotment letters/ confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares.
- To perform all activities with regard to fundraising by various methods/means/options under the authority of Board and Shareholders.
- To do all such acts, deeds as the Board may delegate in connection with the capital and fund-raising exercise.

During the year, no meeting of the Capital Raising Committee was held.

Details of the composition of the Capital Raising Committee as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Mr. H. R. Khan	Independent Director	Chairperson
Mr. V. G. Kannan	Independent Director	Member
Mr. Kamlesh Vikamsey	Independent Director	Member
Mr. Divya Sehgal	Non-Executive Non-Independent Director	Member
Mr. Sanjay Agarwal	Managing Director & CEO	Member

## 14. Sustainability Committee

### Terms of Reference

The terms of reference of the Sustainability Committee, inter-alia, include:

- Monitor and assess the adequacy of the Bank's sustainable development framework.
- Stakeholder identification & meaningful engagement to identify, strategize, address & report the material issues.
- Firm up a roadmap, fix sustainability targets in alignment with business targets & monitoring of the targets.
- Explore integration of Business objectives and their alignment with the ESG goals in consultation with all business verticals.
- Support in creation & support of climate resilient business models. Work towards positive ecosystem with carbon positive, water positive & waste neutral operations.
- Support in identifying climate related physical & systemic risks. Work out ESG financing strategy

& risk mitigation plan in phase-wise manner in accordance with globally accepted frameworks.

- Collaborate and partner with industry peers to strengthen sustainability initiatives. This may include international peers/stakeholders as well.
- Develop lending and investment guidelines in alignment with climate resiliency.
- Ensure accountability, transparency, efficiency, equity, including gender equality and inclusivity in the business.
- Creation of diverse & inclusive ecosystem presenting with equal opportunities.
- Education & communication of sustainable practices to all the stakeholders.

During the year, Sustainability Committee met once on November 25, 2024.

Details of the composition of the Sustainability Committee as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Ms. Malini Thadani	Independent Director	Chairperson
Ms. Kavita Venugopal	Independent Director	Member
Mr. H. R. Khan	Independent Director	Member
Mr. Kamlesh Vikamsey	Independent Director	Member
Mr. Sanjay Agarwal	Managing Director & CEO	Member

## 15. Committee of Directors

### Terms of Reference

The Board on July 25, 2024, has constituted Committee of Directors consisting of four (4) Directors of which three (3) are independent directors and one (1) is an Executive Director and is chaired by the Independent Director. The terms of reference of Committee of Directors, inter-alia, include to vet the application for transition to Universal Bank and guide on the same.

During the year, Committee of Directors met once on August 21, 2024.

Details of the composition of the Committee of Directors as on March 31, 2025 is as follows:

Name	Category of Directorship	Chairperson/ Member
Mr. H. R. Khan	Independent Director	Chairperson
Mr. Pushpinder Singh	Independent Director	Member
Mr. M.S. Sriram	Independent Director	Member
Mr. Sanjay Agarwal	Managing Director & CEO	Member

**Table- I – Details of Number of Committee Meetings and participation of the Members at the Meetings During FY 2024-25**

**No. of Meetings attended / No. of Meetings**

Name of Committee Member	ACB	RMC	NRC	SRC	CSRC	ITS&ISSC	CSC	RWDC	DC	CFI	MC	CRC	SCBMF	SC	CD
Mr. H. R. Khan <sup>1</sup>	-	10/10	6/6	-	2/2	4/4	-	2/2	-	4/4	-	-	1/1	1/1	1/1
Mr. Kamlesh Vikamsey	12/12	9/10	-	4/4	-	-	-	3/3	-	-	-	-	-	1/1	-
Mr. V. G. Kannan	12/12	10/10	-	-	-	4/4	4/4	3/3	-	-	-	-	1/1	-	-
Ms. Kavita Venugopal	12/12	10/10	-	4/4	-	-	4/4	-	2/2	-	-	-	1/1	1/1	-
Ms. Malini Thadani <sup>2</sup>	-	-	6/6	4/4	2/2	-	-	-	2/2	4/4	-	-	-	1/1	-
Mr. M. S. Sriram <sup>3</sup>	12/12	-	6/6	-	-	4/4	4/4	-	2/2	4/4	3/3	-	-	-	1/1
Mr. Pushpinder Singh	-	10/10	6/6	-	-	4/4	4/4	-	2/2	-	3/3	-	1/1	-	1/1
Mr. Divya Sehgal <sup>4</sup>	-	-	-	2/3	0/2	-	-	1/1	-	-	-	-	-	-	-
Mr. Sanjay Agarwal <sup>5</sup>	-	-	-	3/4	2/2	0/1	-	2/3	-	-	2/3	-	1/1	1/1	1/1
Mr. Uttam Tibrewal	-	-	-	-	2/2	-	4/4	-	2/2	4/4	3/3	-	-	-	-
<b>Total No. of Meetings Held in FY</b>	<b>12</b>	<b>10</b>	<b>6</b>	<b>4</b>	<b>2</b>	<b>4</b>	<b>4</b>	<b>3</b>	<b>2</b>	<b>4</b>	<b>3</b>	<b>0</b>	<b>1</b>	<b>1</b>	<b>1</b>

AC - Audit Committee, RMC - Risk Management Committee, NRC - Nomination & Remuneration Committee, SRC - Stakeholders Relationship Committee, CSRC - Corporate Social Responsibility Committee, ITS&ISSC - IT Strategy and Information Systems Security Committee, CSC - Customer Service Committee, RWDC - Review of Classification of Willful Defaulter Committee, DC - Disciplinary Committee, CFI - Committee for Financial Inclusion, MC - Management Committee, CRC - Capital Raising Committee, SCBMF - Special Committee of the Board for Monitoring and Follow up of Cases of Fraud, SC - Sustainability Committee, CD - Committee of Directors.

1. Mr. H. R. Khan ceased to be the chairperson/member of Review of Classification of Willful Defaulters Committee w.e.f. October 23, 2024.
2. Ms. Malini Thadani ceased to be a member of the Capital Raising Committee w.e.f. June 27, 2024.
3. Mr. M. S. Sriram ceased to be a member of the Corporate Social Responsibility Committee w.e.f. June 27, 2024.
4. Mr. Divya Sehgal inducted as member of Stakeholders Relationship Committee, Capital Raising Committee and Corporate Social Responsibility Committee w.e.f. June 27, 2024 and Review of Classification of Willful Defaulters Committee w.e.f. October 23, 2024.
5. Mr. Sanjay Agarwal designated as Chairperson of Review of Classification of Willful Defaulters Committee w.e.f. October 23, 2024 and ceased as member of the IT Strategy & Information Systems Security Committee w.e.f. August 18, 2024.



### Independent Director's Meeting

As per the requirement of the Section 149(8) read with Schedule IV of Companies Act 2013, and Regulation 25 of Listing Regulations, a meeting of the Independent Directors of the Bank is required to be held once a year in absence of non-independent directors.

During the FY 2024-25, the Independent Directors of the Bank met on April 23, 2024, and June 26, 2024, chaired by Mr. M. S. Sriram and Mr. H. R. Khan, respectively and attended by all the Independent Directors of the Bank and discussed the below matters:

- Action taken report from the previous meeting of Independent Directors.
- Evaluated the Performance of Non-Independent Directors, the Board as a whole and the Chairperson.
- Assessed the quality, quantity, and timeliness of information flow between management and the Board.
- Discussion on present Board Profiles, Balance of skill set.
- Whether adequate time is spent by the Board/ Committees on discussions on important issues.

No sitting fees was paid to the Independent Directors of the Bank for attending the said meeting.

### Familiarisation programme for Independent Directors

The Bank's independent directors are eminent professionals with several decades of experience in Banking and financial services industry, technology, finance, governance and management areas and are fully conversant with the business of the Bank. In compliance with Regulation 25(7) of the Listing Regulations, the Board familiarisation programme covers Induction programme for new Directors, familiarisation/ knowledge session on Banking Business and its functional issues, external training programmes with IDRBT, CAFRAL and other programmes relevant to banking industry, knowledge session with subject matters experts and update on recent regulatory changes at regular intervals.

During the induction programme, the Directors are apprised about their roles, rights, responsibilities covered under the Bank's codes and key policies approved by the Board including Code of Ethics & Conduct for Directors and Senior Management Personnel. An orientation kit is provided to the Directors during induction which includes annual reports of previous years, organisation chart, details of Directors, KMPs, SMPs, Board Committees,

Quarterly Investor's Presentation etc. to give holistic view about the Bank. The newly inducted directors are also familiarised by the Managing Director & CEO and members of senior management team about Bank's vision & mission, business model, strategies, management structure, HR initiatives, compliance, risk management and audit framework.

Further, updates on key regulatory developments including RBI and other regulatory circulars/ notifications/ guidelines etc. are provided to directors on regular basis at the Board and Committee meetings to keep the Directors informed about the dynamic regulatory environment and its impact.

The details of the familiarisation programme imparted to the Independent Directors during the FY 2024- 25 are available on the weblink of the Bank at <https://www.aubank.in/disclosures-under-regulation-46-of-the-lodr>.

### Director & Officer's Liability Insurance Policy

Pursuant to the Regulation 25(10) of Listing Regulations, the Bank had undertaken Directors and Officers insurance ('D & O insurance') for all its directors, including Independent Directors, for a quantum and risks as determined by the Board of Directors of the Bank from time to time.

### Board Diversity Policy

The Board has framed a policy for Board Diversity which lays down the criteria for appointment of Directors on the Board of Bank and guides organisation's approach to Board Diversity.

The Bank believes that the inclusion of individuals from various geographic areas, cultures, genders, industry sectors, educational backgrounds, and skill sets will provide diverse perspectives, which are essential for the organisation's growth.

The Board of Directors is responsible for review of the Board Diversity policy from time to time. Board Diversity Policy is available at Bank's website at <https://www.aubank.in/investors/secretarial-policies>.

### Succession Planning

Succession Planning is integrated into Bank's Strategic Business Units (SBUs) via a hierarchical setup and there are clear pathways for career advancement and leadership development within different divisions of the Bank. The Nomination and Remuneration Committee works under the aegis of the Board to ensure orderly succession in appointments to the Board and of Senior Management.

In compliance with Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank has instituted a Board-approved Succession Planning Policy to ensure orderly appointments to the Board and Senior Management Personnel (SMPs). Pursuant to this policy, the Nomination and Remuneration Committee (NRC) proactively identified and shortlisted two candidates for appointment as Independent Directors - Mr. Nandkumar Saravade, an expert in Information Technology, and Mr. Jagajit Mangal Prasad, a specialist in Human Resources.

The Bank is working with an advisory firm under the guidance of the Nomination and Remuneration Committee to further institutionalize the process of succession planning to conduit the pipelines of leaders for making institution future ready.

Policy for orderly succession for appointment to the Board and Senior Management and the same can be accessed through the link at <https://www.aubank.in/investors/secretarial-policies>.

### Particulars of the Senior Management

Details of Senior Management Personnel (SMP) of the Bank as on March 31, 2025:

Sr. No.	Employee Name	Designation
1.	Mr. Sanjay Agarwal	Managing Director & CEO
2.	Mr. Uttam Tibrewal	Whole-time Director & Deputy CEO
3.	Mr. Rajeev Yadav	Deputy CEO
4.	Mr. Deepak Jain	Chief Risk Officer
5.	Mr. Vimal Jain	Chief Financial Officer
6.	Mr. Manmohan Parnami	Company Secretary
7.	Mr. Yogesh Jain	Chief Operating Officer
8.	Mr. Vivek Tripathi	Head of Commercial Banking (Currently, designated as Chief Credit Officer)
9.	Mr. Ashok Kumar Khandelwal	Chief Compliance Officer
10.	Mr. Vinay Vaish	Head of Internal Audit
11.	Mr. Bhaskar Karkera	Head of Retail Assets
12.	Mr. Vaman Ramesh Kamat	Head of Credit - Retail
13.	Mr. Shoorveer Singh Shekhawat	Head of Urban & Swadesh Branch Banking, Government Business and Wholesale Deposits
14.	Mr. Vivek Rathi	Head of Credit - Commercial Banking

*Notes:*

- Mr. Rajeev Yadav, Deputy CEO, was inducted in the SMP category w.e.f. April 01, 2024.
- Mr. Vivek Rathi was inducted in the SMP category w.e.f. August 18, 2024.
- Mr. Vivek Tripathi, Former Head of Human Resources, categorized as Senior Management Personne has tendered his resignation w.e.f. August 04, 2024. Further, Mr. Ankur Tripathi, Mr. Rishi Dhariwal, Mr. Farhan Ahmed, Mr. Manoj Tibrewal, Mr. Mayank Markanday, and Mr. Amit Mathur were re-categorized from SMP to non-SMP w.e.f. August 18, 2024.

### General Body Meetings

#### A. Location and time of last three Annual General Meetings (AGMs) and details of special resolutions passed thereat:

Year	Particular of Meeting	Date & Time	Location	Special Resolution passed if any
2023-24	29 <sup>th</sup> AGM	July 26, 2024 at 02:00 p.m.	Through Video Conferencing ("VC") and other audio-visual means ("OAVM")	<ol style="list-style-type: none"> <li>1. To issue non-convertible debt securities/bonds/other permissible instruments, in one or more tranches.</li> <li>2. 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.</li> </ol>



Year	Particular of Meeting	Date & Time	Location	Special Resolution passed if any
2022-23	28 <sup>th</sup> AGM	August 10, 2023 at 04:00 p.m.	Through Video Conferencing ("VC") and other audio-visual means ("OAVM")	<ol style="list-style-type: none"> <li>To issue Non-convertible debt securities/bonds/other permissible instruments, in one or more tranches.</li> <li>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.</li> <li>To approve the Alteration in Article of Association of the Bank.</li> </ol>
2021-22	27 <sup>th</sup> AGM	August 23, 2022 at 04:00 p.m.	Through Video Conferencing ("VC") and other audio-visual means ("OAVM")	<ol style="list-style-type: none"> <li>To re-appoint Mr. Mankal Shankar Sriram (DIN: 00588922) for second term of 3 years as an Independent Director.</li> <li>To re-appoint Mr. Pushpinder Singh (DIN: 08496066) for second term of 3 years as an Independent Director.</li> <li>To re-appoint Mr. Kannan Gopalaraghavan Vellur (DIN: 03443982) for second term of 3 years as an Independent Director.</li> <li>To issue non-convertible debt securities/bonds/ other permissible instruments, in one or more tranches.</li> <li>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.</li> </ol>

None of the special business proposed to be transacted in the Annual General Meeting requires to be conducted through postal ballot.

## B. Postal Ballot during the FY 2024-25

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India, General Circulars 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs and other applicable rules/ regulations/ guidelines/circulars/notifications, the Bank has received shareholders' approval through postal ballot, the details of the same are given below:

Date of Postal Ballot Notice	Agenda Heading	Nos. of Votes		Percentage (%) of votes	
		In Favour	Against	In Favour	Against
April 01, 2024	Appointment of Mr. Divya Sehgal (DIN: 01775308) as a Non-Executive and Non-Independent Director on the Board of the Bank w.e.f. April 01, 2024.	59,44,70,330	16,543	99.9972	0.0028
August 17, 2024	Re-appointment of Mr. Harun Rasid Khan (DIN: 07456806) for second term of 3 years as an Independent Director	63,50,42,761	23,61,490	99.6295	0.3705
March 07, 2025 (Passed on April 10, 2025)	Re-appointment of Mr. Kamlesh Shivji Vikamsey (DIN: 00059620) for second term of 5 years as an Independent Director	56,35,39,328	47,99,145	99.1556	0.8444

CS Manoj Maheshwari, Partner of M/s V. M. & Associates, Companies Secretaries was appointed as the scrutinizer for monitoring and scrutinizing remote e-Voting and for conducting the Postal Ballot process in a fair and transparent manner.

### Procedure of the Postal Ballot

The Postal Ballot procedure followed by the Bank is as per the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with applicable Rules and the Listing Regulations and the SS-2 issued by the Institute of Company Secretaries of India.

Members are provided with the facility to cast their votes through e-Voting. The Board of Directors of the Bank has appointed Scrutinizer for conducting the postal ballot voting process fairly and transparently. The Scrutinizer submits his report to the Company Secretary & Compliance Officer as authorised by the Chairman of the Board after the completion of the scrutiny of the e-Voting results. Considering the results and report of the Scrutinizer of the Postal Ballot, the resolution is considered approved or rejected.

The necessary intimations as required under the applicable provisions of Listing Regulations are submitted to the Stock Exchanges and post declarations of the results the same are displayed on the website of the Bank and e-voting service provider.

### General Shareholder Information

1	Date of Incorporation	January 10, 1996																								
2	Corporate Identification No.	L36911RJ1996PLC011381																								
3	Registered Office Address	19-A, Dhuleshwar Garden, Ajmer Road, Jaipur - 302001, Rajasthan, India.																								
4	Address for Correspondence and Contact Detail	The Company Secretary & Compliance Officer AU Small Finance Bank Limited Registered Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur - 302001, Rajasthan, India. Tel: +91-141-4110060/61   Fax: +91-141-4110090 Email: <a href="mailto:investorrelations@aubank.in">investorrelations@aubank.in</a>																								
5	Name of depositories	<ul style="list-style-type: none"> <li>National Securities Depository Limited (“NSDL”)</li> <li>Central Depository Services (India) Limited (“CDSL”)</li> </ul>																								
6	Listing on Stock Exchange	<b>BSE Limited (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra, India	<b>National Stock Exchange of India Ltd. (NSE)</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai - 400051, Maharashtra, India																							
		The Bank has deposited the annual listing fees to the stock exchange(s) where the securities of the Bank are listed. No securities were suspended for trading on any of the exchange viz. BSE and NSE during the financial year 2024-25.																								
7	ISIN of Equity Shares	INE949L01017																								
8	Dematerialization of Shares & Liquidity	The Bank’s shares are traded compulsorily in electronic form. The Bank has established connectivity with both the depositories in India -NSDL and CDSL. The requisite fees were duly paid to the depositories. The Bank has also appointed MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) as the registrar and share transfer agent to provide electronic connectivity interface with NSDL and CDSL for securities of the Bank. Position of Shareholding (Demat/Physical) as on March 31, 2025 was as below: <table border="1" data-bbox="568 1473 1460 1663"> <thead> <tr> <th>Particulars</th> <th></th> <th>No. of Shares</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Dematerialization Form</td> <td>CDSL</td> <td>7,24,02,923</td> <td>9.72</td> </tr> <tr> <td>NSDL</td> <td>67,20,17,587</td> <td>90.26</td> </tr> <tr> <td><b>Total Dematerialized shareholding</b></td> <td></td> <td><b>74,44,20,510</b></td> <td><b>99.98</b></td> </tr> <tr> <td>Physical Form</td> <td></td> <td>1,10,021</td> <td>0.02</td> </tr> <tr> <td><b>Grand Total (A+B)</b></td> <td></td> <td><b>74,45,30,531</b></td> <td><b>100.00</b></td> </tr> </tbody> </table>		Particulars		No. of Shares	Percentage	Dematerialization Form	CDSL	7,24,02,923	9.72	NSDL	67,20,17,587	90.26	<b>Total Dematerialized shareholding</b>		<b>74,44,20,510</b>	<b>99.98</b>	Physical Form		1,10,021	0.02	<b>Grand Total (A+B)</b>		<b>74,45,30,531</b>	<b>100.00</b>
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Physical Form		1,10,021	0.02																							
<b>Grand Total (A+B)</b>		<b>74,45,30,531</b>	<b>100.00</b>																							
		Further, as mandated by the Securities and Exchange Board of India, existing members of the Bank, who hold securities in physical form and intend to transfer their securities, can do so only in dematerialised form. Hence, shareholders who hold shares in physical form are requested to dematerialize these shares to ensure such shares are freely transferable. No shares were held by Bank in the demat suspense account or unclaimed suspense account as on March 31, 2025.																								



9	Share Transfer System	In terms of amended Regulation 40 of Listing Regulations, transfer of securities in physical form shall not be processed unless the securities are held in the demat mode with a Depository Participant. Members holding shares in physical form are therefore requested to convert their holdings into dematerialized mode to avoid loss of shares and fraudulent transactions and avail better investor servicing.
10	Registrar and Share Transfer Agent	MUFG Intime India Private Limited (Erstwhile Link Intime India Private Limited) C-101, 1 <sup>st</sup> Floor 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India Tel: (0) 8108116767, FAX: +91 022- 49186060 Website: <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a> Email ID: <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a>
11	Debenture Trustees	<b>Catalyst Trusteeship Limited</b> (For ISIN: INE949L08418, INE949L08442, INE949L08434, INE949L08426, INE519Q08160, INE519Q08178, INE519Q08186, INE519Q08194 and INE519Q08152) Regd. Office: GDA House, Plot No. 85, Bhusari Colony (Right), Kothrud, Paud Road, Pune - 411038, Maharashtra, India Phone: +91 20 66807200 / 223 / 224 FAX: +91 020- 25280275 Email: dt@ctltrustee.com  <b>IDBI Trusteeship Services Limited</b> (For ISIN: INE949L08459) Regd. Office: Universal Insurance Building, Ground Floor, Sir P.M. Road, Fort, Mumbai - 400 001, Maharashtra, India Phone: +91 022 40807008 Email: itsl@idbitrustee.com
12	30 <sup>th</sup> Annual General Meeting	Date & Time: August 08, 2025 at 4:00 P.M. Venue: Through VC or OAVM
13	Financial Year	The Bank follows the financial year starting from April 1 to March 31, every year.

## Other Disclosures

### 1. Code of Conduct

The Bank has adopted a Code of Conduct for Directors and Senior Management Personnel. The Bank through its Code of Conduct provides guiding principles of conduct to promote ethical conduct of business, confirms to equitable treatment of all stakeholders, and to avoid practices like bribery, corruption and anti-competitive practices. The Code is available on the website of the Bank <https://www.aubank.in/investors/secretarial-policies>.

All members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board and Senior Management for the financial year 2024-25. The declaration to this effect signed by Managing Director & CEO of the Bank is annexed to this report.

### 2. Code of Conduct for Prohibition of Insider Trading

The Board has adopted a Code of Conduct - Prohibition of Insider Trading to regulate, monitor and report trading by insiders/designated persons in securities of the Bank. The Code inter alia requires pre-clearance for trading in the securities and prohibits the purchase or sale

of securities while in possession of unpublished price sensitive information and during the closure of trading window.

The Bank organized trainings for the Designated Persons on various occasions during the year to create & enhance awareness on various aspects of the Code of Conduct - Prohibition of Insider Trading and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Bank periodically reviews the efficacy of its systems, controls and processes to ensure that access to unpublished price-sensitive information is on a need-to-know basis. The Code of Fair Disclosure and Conduct & Policy for determination and sharing of information for Legitimate purpose is available on the website <https://www.aubank.in/investors/secretarial-policies>.

### 3. Whistle Blower Policy & Vigil Mechanism

The Bank is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Bank has adopted a Whistle Blower policy & Vigil Mechanism in compliance with the relevant provisions of Section 177(9) of the Act, rules made thereunder and Regulation 4(2)(d) and Regulation 22 of the Listing Regulations to provide a formal mechanism to

employees, customer and stakeholders of the Bank to voice concerns in a responsible and effective manner regarding suspected unethical matters involving serious malpractice, abuse or wrongdoing within the organisation and also provides for adequate safeguards against the victimisation of employees who avail the mechanism. Any incidents that are reported are investigated and suitable action is taken in line with the Whistle Blower Policy. No personnel were denied access to the Audit Committee of the Bank with regard to above.

The Whistle Blower Policy & Vigil Mechanism have been disclosed on the website <https://www.aubank.in/investors/secretarial-policies>

## 5. Credit Rating

Nature of Debt Instrument	Nature of Term	CRISIL Ratings	India Ratings	CARE	ICRA Limited
Fixed Deposits	Long-Term	CRISIL AA+/Stable	-	-	-
Long-Term/ Subordinated Debt/ Tier II Bond	Long-Term	CRISIL AA/Stable	IND AA/ Stable	CARE AA/ Stable	ICRA AA/ Stable
Certificate of Deposits	Short-Term	CRISIL A1+	IND A1+	CARE A1+	-

Note:

- Post Amalgamation, all NCDs of erstwhile Fincare Small Finance Bank Limited ("Fincare SFB") have been transferred to your Bank, accordingly ratings have been upgraded by India Ratings and CARE on April 10, 2024 and by ICRA Limited on May 17, 2024.
- CRISIL reaffirmed the above credit ratings of your Bank on April 10, 2024 and on April 02, 2025.
- The India Ratings have reaffirmed the above credit ratings of your Bank April 10, 2024 and September 09, 2024 and November 29, 2024
- The CARE has reaffirmed the above credit ratings of your Bank on April 10, 2024, August 14, 2024, October 22, 2024 and January 14, 2025.
- The ICRA have reaffirmed the above credit ratings of your Bank on February 27, 2025
- Further, new credit rating has been assigned for proposed issue of Tier II Bond by CARE and ICRA on January 14, 2025 and February 27, 2025 respectively.
- The above rating details can be accessed on the website of the Bank at <https://www.aubank.in/credit-rating>.

## 6. Penalties

No penalties, strictures have been imposed on the Bank by the Stock Exchange(s)/SEBI or any other statutory authorities on matters relating to capital market during the last three years.

## 7. CEO & CFO Certification

In Compliance of Regulation 17(8) of the Listing Regulations, Managing Director & CEO and CFO of the Bank have certified that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Bank's affairs. The said certificate is annexed with the Corporate Governance Report.

## 4. Related Party Transactions

All related party transactions are placed before the Audit Committee for review and approval and omnibus approval is obtained annually for transactions which are of repetitive nature and/ or entered in the Ordinary Course of Business. During the FY 2024-25, there were no materially significant related party transactions entered by the Bank with its related parties which may have potential conflict with the interest of the Bank at large. All the transactions entered into by the Bank with related parties during the FY 2024-25 were on arm's length and in ordinary course of business.

Bank's Policy on Related Party Transactions & Materiality is available on the website <https://www.aubank.in/investors/secretarial-policies>.

## 8. Subsidiary Company

The Bank does not have any Subsidiary Companies.

## 9. Declaration of Independence

All Independent Directors provided an annual confirmation that they meet the criteria of independence. Based on the confirmations/ disclosures received from the Directors as per the Section 149(7) of the Companies Act, 2013 read with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(8) of Listing Regulations, the Board hereby affirm that the Independent Directors fulfill the conditions as specified under Schedule V of the Listing Regulations and are independent of the management.



The Terms & Conditions of appointment of Independent Directors have been hosted on the Bank's website and can be accessed through link at <https://www.aubank.in/about-us/Board-of-directors>.

## 10. Accounting Treatment

The Bank has adopted accounting policies which are in line with the Accounting Standards. The Financial Statements of the Bank have been prepared in accordance with the Accounting Standards as per the Section 133 of the Companies Act, 2013, read with relevant Rules issued thereunder and Banking Regulation Act, Guidelines issued by Reserve Bank of India and Listing Regulations.

## 11. Means of Communication

The Bank has provided adequate and timely information to its member's inter-alia through the following means:

- i) **Publication of Quarterly/Half Yearly/ Annual Financial Results:** The quarterly/half yearly and annual financial results of the Bank are published in the English newspaper viz. Financial Express and newspaper of vernacular language viz. Nafa Nuksan and the newspaper advertisements are also submitted to the stock exchanges.
- ii) **Update on Official Website:** The Bank's website [www.aubank.in](http://www.aubank.in) contains a separate 'Investor' Section wherein financial results, corporate announcement, reports and presentations, Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other disclosures are made available. Additionally, press release, corporate Governance coverage, corporate social responsibility, policies and procedures and other details are also displayed on the Bank's website.
- iii) **Presentation to Institutional Investors or Analysts:** The Bank participates in various investor conferences and analyst meets. The presentations made to the institutional investors or analysts are uploaded on the website as well as informed to the Stock Exchanges for dissemination.
- iv) **Email Communication:** The Bank send various communication such as notice calling general meeting/ postal ballot notice, quarterly financial results, audited

financial statements, tax deduction at source intimation, credit of dividend intimation through emails to the email ids of the shareholders registered with the depositories.

- v) **SMS Communication:** SMS were sent to shareholders for details relating to e-voting for General Meetings/Postal Ballot during the year.
- vi) **Management's Discussion and Analysis Report** is annexed with this Annual Report.
- vii) **Exclusive email ID for Investors:** The Bank has designated the email id [investorrelations@aubank.in](mailto:investorrelations@aubank.in) exclusively for Investor servicing and to resolve investor grievances, the same is displayed on the Bank's website.
- viii) **NSE Electronic Application Processing System (NEAPS):** All periodical and other event-based compliance filings of the Bank are filed electronically on this web-based portal of NSE.
- ix) **BSE Listing Centre (Listing Centre):** All periodical and other event-based compliance filings of the Bank are filed electronically on this web-based portal of BSE.
- x) **SEBI Complaints Redress System (SCORES):** Investor complaints received by the Bank at SEBI Complaints Redress System (SCORES) are regularly monitored and resolved by the Bank. Investors can lodge complaints on the SCORES and also can check status of their complaints.
- xi) **Online Dispute Resolution (ODR) Portal:** Investors can initiate dispute resolution through the ODR Portal after exhausting all available options for resolution of the grievance and the investor is still not satisfied with the outcome, Investor complaints received by the Bank at ODR portal are regularly monitored and resolved by the Bank.
- xii) **Swayam:** Bank's RTA viz. MUFG Intime India Private Limited (Erstwhile Link Intime India Private Limited) through its platform 'SWAYAM' facilitates investors to access information through a dashboard and avail various services in digital mode. The same can be accessed at <https://swayam.in.mpms.mufg.com/>.

## 12. Dividend Payment

The Board of the Bank in its meeting dated April 22, 2025 has recommended final dividend of ₹1/- (Rupee One) per equity share of face value of ₹10 (Rupees Ten Only) each fully paid up (i.e., 10% of face value) out of net profit for the financial year ended March 31, 2025, subject to approval of shareholders at the ensuing Annual General Meeting (AGM) of the Bank. The dividend on equity shares if approved by the shareholders, will be paid within 30 days from the date of AGM of the Bank.

Pursuant to provisions of Sections 124 and 125 of the Companies Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), wherein any dividend declared by the Bank, which remains unclaimed or unpaid for a period of seven years from the date of transfer to Unpaid Dividend Account of the Bank, is liable to be transferred to the Investor Education and Protection Fund ('IEPF').

Further, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to the IEPF Authority. The Bank has declared dividend in FY 2017-2018, FY 2018-2019, FY 2021-22, FY 2022-23 and FY 2023-24 respectively. Hence, the Bank was not required to transfer any unclaimed dividend amount to IEPF Authority during FY 2024-25. The details of unclaimed dividends are available on the Bank's website at <https://www.aubank.in/reports/disclosures>.

The following table gives information relating to unclaimed dividends and the dates by which they can be claimed by the shareholders from the Bank:

Unclaimed Dividend	Amount	Status	Last date for Claiming dividend
FY 2017-18	23,970.50	Amount lying in respective Unpaid Dividend Accounts	September 11, 2025
FY 2018-19	1,17,405.75		August 28, 2026
FY 2021-22	46,607.07		September 22, 2029
FY 2022-23	75,695.32		September 14, 2030
FY 2023-24	76,409.38		August 29, 2031

*Note: Bank has not declared dividend in 2019-20 and 2020-21.*

## 13. Details in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Bank has adopted the Prevention and Redressal of Sexual Harassment Policy in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. The Bank has zero tolerance towards sexual harassment at the workplace. The Bank believes that all employees, including other individuals who are dealing with the Bank have the right to be treated with dignity. The Bank has constituted Internal Complaints Committee to review, investigate and take suitable actions on complaint and Board level Disciplinary Committee reviews the decisions taken by Internal Complaints Committee.

The following is the summary of Sexual Harassment complaints received and disposed off by the Bank during the FY 2024-25:

S. No.	Particulars	Numbers
1	Number of complaints filed during the financial year	19
2	Number of complaints disposed of during the financial year	16
3	Number of complaints pending as on the end of the financial year	3



## 14. Distribution of Shareholding

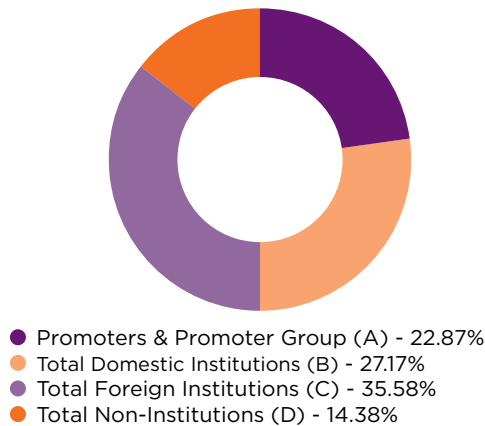
Sr. No.	Nominal Shareholding (In ₹)	Shareholder	Percentage of Total	Total shares	Percentage of Total
1	1 to 5,000	1,89,467	96.22	1,05,25,071	1.41
2	5,001 to 10,000	3,454	1.75	25,32,775	0.34
3	10,001 to 20,000	1,596	0.81	23,10,748	0.31
4	20,001 to 30,000	520	0.26	12,87,847	0.17
5	30,001 to 40,000	269	0.14	9,42,518	0.13
6	40,001 to 50,000	172	0.09	7,84,609	0.11
7	50,001 to 1,00,000	402	0.20	28,94,919	0.39
8	1,00,001 to Above	1,039	0.53	72,32,52,044	97.14
<b>Total</b>		<b>1,96,919</b>	<b>100</b>	<b>74,45,30,531</b>	<b>100</b>

The distribution of shareholding of the Bank as on March 31, 2025, is detailed as under:

Category	No. of Shares	% of Issued Capital
Sanjay Agarwal	11,71,91,360	15.74%
Jyoti Agarwal	2,36,37,120	3.17%
Shakuntala Agarwal	1,86,40,860	2.50%
MYS Holdings Private Limited	1,08,29,072	1.45%
<b>Promoters &amp; Promoter Group (A)</b>	<b>17,02,98,412</b>	<b>22.87%</b>
Mutual Funds	15,01,68,613	20.17%
Alternate Investment Funds	2,00,27,483	2.69%
Bank	1,201	0.00%
Insurance Companies	3,03,36,302	4.07%
NBFCs registered with RBI	330	0.00%
Other Financial Institutions	17,36,002	0.23%
<b>Total Domestic Institutions (B)</b>	<b>20,22,69,931</b>	<b>27.17%</b>
Foreign Portfolio Investors Category I	24,29,20,698	32.63%
Foreign Portfolio Investors Category II	2,18,96,082	2.94%
Foreign Inst. Investor	68,367	0.01%
<b>Total Foreign Institutions (C)</b>	<b>26,48,85,147</b>	<b>35.58%</b>
Central Government / President of India	4,562	0.00%
<b>Total Central Government/ State Government(s) (D)</b>	<b>4,562</b>	<b>0.00%</b>
Directors and their relatives (excluding independent directors and nominee directors)	1,39,47,731	1.87%
Key Managerial Personnel	2,61,987	0.04%
Relatives of promoters (other than "Immediate relatives" of promoters disclosed under Promoter and Promoter Group category)	53,509	0.00%
Resident Individuals holding nominal share capital up to ₹2 lakhs	2,01,50,084	2.71%
Resident Individuals holding nominal share capital in excess of ₹2 lakhs	2,04,52,157	2.75%
Non-Resident Indians (NRIs)	23,23,867	0.31%
Foreign Companies	2,68,62,741	3.61%
Bodies Corporate	1,97,24,674	2.65%
Trusts	568	0.00%
Limited Liability Partnership	12,70,695	0.17%
HUF	6,75,803	0.09%
Clearing Members	13,48,663	0.18%
<b>Total Non-Institutions (E)</b>	<b>10,70,72,479</b>	<b>14.38%</b>
<b>Total (A+B+C+D+E)</b>	<b>74,45,30,531</b>	<b>100.00%</b>

\*Above number of shareholders is based upon PAN grouping.

### Shareholding Pattern as on March 31, 2025



#### List of Shareholders holding more than 1% share in the Bank as on March 31, 2025

Sr. No.	Name of the Shareholder	No. of Shares	% of Shareholding
1	Sanjay Agarwal	11,71,91,360	15.74
2	HDFC Mutual Fund	4,20,46,077	5.65
3	Camas Investments Pte. Ltd.	2,69,39,946	3.62
4	Nippon Life India Trustee Ltd	2,50,69,196	3.37
5	Jyoti Agarwal	2,36,37,120	3.17
6	New World Fund Inc	2,10,14,034	2.82
7	DSP Midcap Fund	1,93,18,380	2.59
8	Smallcap World Fund, Inc	1,87,29,913	2.52
9	Shakuntala Agarwal	1,86,40,860	2.50
10	Aditya Birla Sun Life Trustee Private Limited	1,68,08,256	2.26
11	Uttam Tibrewal	1,38,25,212	1.86
12	Nomura India Investment Fund Mother Fund	1,25,16,568	1.68
13	HDFC Life Insurance Company Limited	1,17,63,255	1.58
14	Kotak Flexicap Fund	1,11,84,312	1.50
15	MYS Holdings Private Limited	1,08,29,072	1.45
16	WF Asian Smaller Companies Fund Limited	1,06,42,084	1.43
17	SBI Life Insurance Co. Ltd	1,03,87,015	1.40
18	Zulia Investments Pte. Ltd.	1,01,61,655	1.36
19	Mirae Asset Large & Midcap Fund	95,92,216	1.29
20	Business Excellence Trust III - India Business Excellence Fund III	94,65,118	1.27
21	TA FDI Investors Limited	93,90,919	1.26
22	SBI Equity Hybrid Fund	90,55,542	1.22
23	Janchor Partners Pan-Asian Master Fund	80,12,058	1.08
24	St. James's Place Emerging Markets Equity Unit Trust Managed By Wasatch Advisors Inc	77,03,864	1.03
25	True North Fund V LLP	75,70,799	1.02
26	Indium IV Mauritius Holdings Limited	75,14,916	1.01

#### 15. Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity

During the FY 2024-25, the Bank does not have any outstanding GDRs/ADRs warrants that were due for conversion and does not have any other convertible instruments having an impact on the equity of the Bank.



## 16. Commodity price risk or foreign exchange risk and hedging activities

During the FY 2024-25, the Bank did not undertake trading in any commodity. However, the Bank may be exposed to commodity price risks of customers in its capacity as a lender. The Bank is operating in India and is not directly exposed to foreign exchange risk and hedging activities.

## 17. Plant Location

As the Bank is engaged in the business of Banking/ financial services, there is no plant location.

## 18. Recommendations of the Committees

No instances have been observed where the Board has not accepted recommendations of any of the Board committees.

## 19. Fees paid to Statutory Auditors including all entities in the network firm of which the Statutory Auditors are a part

Total fees for services provided by Joint Statutory Auditors were ₹3.57 crores including taxes, out of pocket expenses and fees for additional reporting on merger with erstwhile Fincare SFB.

## 20. Certificate from Company Secretary in Practice

The Bank has received a certificate from M/s V. M. & Associates, Company Secretaries, Jaipur that none of the Directors on the Board of the Bank have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/ Ministry of Corporate Affairs or any such authority.

Further, the Secretarial Auditor has also certified on compliance of conditions of corporate governance of the Bank for the FY 2024-25. The abovesaid certificates are annexed with this Annual Report.

## 21. Compliance to Corporate Governance Provisions under Listing Regulations

During the FY 2024-25, the Bank has complied with all the mandatory requirements of Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and has also complied with the requirement of Schedule V of the Listing Regulations except for Regulation 24, which is not applicable as the Bank does not have any subsidiary.

Further, among discretionary requirements, as specified in Part E of Schedule II of LODR Regulations and other acts, rules, regulations, and guidelines as applicable, the Bank has adopted the following:

### a) Separate Office of Non-Executive Part Time Chairman

The Bank has separated the role of Chairman and the Managing Director & CEO and Chairman is not related to the Managing Director and CEO as per the definition of the term "relative" defined under the Companies Act, 2013.

Mr. H. R. Khan is the Part Time Chairman (Non-Executive), and Mr. Sanjay Agarwal is Managing Director & CEO of the Bank. The expenses pertaining to the office of the Non-Executive Chairman is maintained by the Bank along with the reimbursement of all the expenses incurred by the Chairman while performing his duties.

### b) Shareholder's Rights

The Bank publishes its financial results every quarter on its website at [www.aubank.in](http://www.aubank.in) which is accessible to the public at large. The same is also available on the websites of the Stock Exchanges i.e. BSE and NSE

The investors' presentations, call transcripts and press releases are also posted on the Bank's website. Further, information pertaining to important developments of the Bank was brought to the knowledge of the public at large and to the shareholders through communications sent to the stock exchanges where the shares of the Company are listed.

### c) Modified opinion(s) in audit report

For the FY 2024-25, there is no audit qualification on the Bank's financial statements.

### d) Reporting of internal auditor

The internal auditor (Head of Internal Audit) of the Bank reports to and has direct access to the Audit Committee.

### e) Utilisation of Funds

During the FY 2024-25, the Bank has not raised funds through preferential allotment or qualified institutions placement.

### f) Disclosure of certain types of agreements binding listed entities

The Bank has not entered into any agreement as disclosed under clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations.

## **CERTIFICATE ON COMPLIANCE WITH THE CODE OF CONDUCT & ETHICS**

I confirm that for the year under review, all Directors and Senior Management Personnel have affirmed adherence to the provisions of the Code of Conduct of Directors and Senior Management.

Place: Jaipur  
Date: April 22, 2025

**Sanjay Agarwal**  
Managing Director & CEO



## CEO / CFO CERTIFICATION

To,  
The Board of Directors  
**AU Small Finance Bank Limited**

1. Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have reviewed financial statements and the cash flow statement for the year ended on March 31, 2025 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - ii. these statements together present a true and fair view of the Bank's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Bank during the year which are fraudulent, illegal or violative of the Bank's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Bank pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
4. We have indicated, to the Auditors and the Audit Committee:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Bank's internal control system over financial reporting.

**Sanjay Agarwal**  
Managing Director & CEO

**Vimal Jain**  
Chief Financial Officer

Place: Jaipur  
Date: April 22, 2025

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
**AU Small Finance Bank Limited**  
19-A, Dhuleshwar Garden  
Jaipur – 302001 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **AU Small Finance Bank Limited** having **CIN: L36911RJ1996PLC011381** and having registered office at **19-A, Dhuleshwar Garden, Jaipur – 302001 (Rajasthan)** (hereinafter referred to as **'the Bank'**), produced before us by the Bank for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10 sub clause (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Bank & its officers, we hereby certify that none of the Directors on the Board of the Bank as stated below for the Financial Year ended on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other Statutory Authority.

Sr. No.	Name of Director	DIN
1.	Mr. Harun Rasid Khan	07456806
2.	Mr. Mankal Shankar Sriram	00588922
3.	Mr. Kannan Gopalaraghavan Vellur	03443982
4.	Mr. Pushpinder Singh	08496066
5.	Mr. Kamlesh Shivji Vikamsey	00059620
6.	Ms. Malini Thadani	01516555
7.	Ms. Kavita Venugopal	07551521
8.	Mr. Divya Sehgal	01775308
9.	Mr. Sanjay Agarwal	00009526
10.	Mr. Uttam Tibrewal	01024940

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Bank. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Bank nor of the efficiency or effectiveness with which the management has conducted the affairs of the Bank.

Place: Jaipur  
Date: April 22, 2025  
UDIN: F003355G000170126

For **V. M. & Associates**  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)  
PR 5447 / 2024

**CS Manoj Maheshwari**  
Partner  
Membership No.: FCS 3355  
C P No.: 1971