

**Ref. No.: AUSFB/SEC/2025-26/313**

**Date: November 25, 2025**

**To,**

<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra. <b>NSE Symbol: AUBANK</b>	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra. <b>Scrip Code: 540611, 974093, 974094, 974095, 974914, 974963, 975017, 975038 &amp; 976580</b>
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**Dear Sir/Madam,**

**Sub: Notice of Postal Ballot (including remote e-voting)**

**Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

We submit herewith the Notice of Postal Ballot of the Bank dated November 24, 2025 (“**Notice**”), together with the Explanatory Statement which is sent to the Members of the Bank through e-mail seeking approval for the special businesses stated as under:

<b>Item No.</b>	<b>Agenda Item</b>	<b>Type of Resolution</b>
1.	To approve the appointment of Mr. Narasinganallore Venkatesh Srinivasan (Mr. N S Venkatesh) (DIN: 01893686) as an Independent Director of the Bank	Special Resolution
2.	To approve the appointment of Mr. Satyajit Dwivedi (DIN: 08118455) as an Independent Director of the Bank	Special Resolution
3.	To approve the re-appointment of Ms. Malini Thadani (DIN: 01516555) for second term of 3 years as an Independent Director of the Bank	Special Resolution
4.	To approve remuneration of Mr. Sanjay Agarwal (DIN: 00009526), Managing Director & CEO of the Bank	Ordinary Resolution
5.	To approve the remuneration of Mr. Uttam Tibrewal (DIN: 01024940), Whole Time Director & Deputy CEO of the Bank	Ordinary Resolution
6.	To approve re-appointment of Mr. Sanjay Agarwal (DIN: 00009526) as Managing Director & CEO of the Bank	Ordinary Resolution

Members of the Bank holding shares as on the cut-off date i.e., **Friday, November 21, 2025**, shall cast their vote through the remote e-voting system. The remote e-voting period commences on **November 26, 2025** (9:00 a.m. IST) and ends on **Thursday, December 25, 2025** (5:00 p.m. IST).

**Registered Office**

**AU SMALL FINANCE BANK LIMITED**

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

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

**CIN:** L36911RJ1996PLC011381

The Notice and instruction for e-voting will also be available on the website of the Bank at <https://www.au.bank.in/postal-ballot-notice-nov-2025.pdf> and on the website of CDSL at <https://www.evotingindia.com>.

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

The results of voting by means of Postal Ballot through remote e-voting shall be declared on or before **Monday, December 29, 2025**, and the same will be communicated to the Stock Exchanges and will be uploaded on the website of the Bank at [www.au.bank.in](http://www.au.bank.in).

This is for your information and records.

Thanking You,  
Yours faithfully,

**For AU SMALL FINANCE BANK LIMITED**

**Manmohan Parnami**  
**Company Secretary and Compliance Officer**  
Membership No.: F9999  
[investorrelations@aubank.in](mailto:investorrelations@aubank.in)

**Encl: As above**



## AU SMALL FINANCE BANK LIMITED

CIN: L36911RJ1996PLC011381

**Registered Office:** 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur – 302001, Rajasthan, India  
**Corporate Office:** 5<sup>th</sup> Floor, E-Wing, Kanakia Zillion, Junction of CST and LBS Road,  
Kurla (West), Mumbai – 400070, Maharashtra, India  
**Tel:** +91-141 4110060/61 | **E-mail:** [investorrelations@aubank.in](mailto:investorrelations@aubank.in) | **Website:** [www.au.bank.in](http://www.au.bank.in)

### POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars)

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (“**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 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, No. 09/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and other applicable rules / regulations / guidelines / circulars / notifications [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force], the resolutions appended below are proposed for approval of the members of AU Small Finance Bank Limited (“**Bank**”), through Postal Ballot by way of voting through electronic means (“**e-voting**”).

In compliance of MCA Circulars, the Bank will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Share Transfer Agent (“**RTA**”) of the Bank or Depository/Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot.

You are requested to peruse the following proposed Resolutions along with Explanatory Statement provided by the Bank and thereafter record your assent or dissent by means of e-voting system by **5:00 p.m. (IST) on Thursday, December 25, 2025**. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. **Thursday, December 25, 2025**. Further, resolutions passed by the members through e-voting are deemed to have been passed effectively at a general meeting.

### **SPECIAL BUSINESS**

**Item no. 1: To approve the appointment of Mr. Narasinganallore Venkatesh Srinivasan (Mr. N S Venkatesh) (DIN: 01893686) as an Independent Director of the Bank**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (“**Act**”), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), provisions of Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the guidelines and circulars issued by the Reserve Bank of India

(“RBI”), in this regard, from time to time and any other applicable Laws, Rules and Acts [including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force] and in consonance with the provisions of the Articles of Associations, and pursuant to the recommendation of Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Bank (“hereinafter referred to as the **Board**”, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons”), **Mr. Narasinganallore Venkatesh Srinivasan (Mr. N S Venkatesh) (DIN: 01893686)** who was appointed as an Additional Director (Non-Executive Independent) by the Board w.e.f. November 25, 2025 in terms of provisions of Section 161(1) of the Act and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of director of the Bank and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Bank to hold office for a term of three (3) years commencing from November 25, 2025 upto November 24, 2028 (both days inclusive) and who shall not be liable to retire by rotation during the said period, in terms of the provisions of Section 149(13) of the Act.

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

**Item no. 2: To approve the appointment of Mr. Satyajit Dwivedi (DIN: 08118455) as an Independent Director of the Bank**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (“Act”), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), provisions of Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the guidelines and circulars issued by the Reserve Bank of India (“RBI”), in this regard, from time to time and any other applicable Laws, Rules and Acts [including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force] and in consonance with the provisions of the Articles of Associations, and pursuant to the recommendation of Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Bank (“hereinafter referred to as the **Board**”, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons”), **Mr. Satyajit Dwivedi (DIN: 08118455)** who was appointed as an Additional Director (Non-Executive Independent) by the Board w.e.f. November 25, 2025 in terms of provisions of Section 161(1) of the Act and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of director of the Bank and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Bank to hold office for a term of three (3) years commencing from November 25, 2025 upto November 24, 2028 (both days inclusive) and who shall not be liable to retire by rotation during the said period, in terms of the provisions of Section 149(13) of the Act.

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

**Item No. 3: To approve the re-appointment of Ms. Malini Thadani (DIN: 01516555) for second term of 3 years as an Independent Director of the Bank**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (the “**Act**”), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), provisions of Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the guidelines and circulars issued by the Reserve Bank of India (the “**RBI**”), in this regard, from time to time and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and in consonance with the provisions of the Articles of Association and pursuant to the recommendation of Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors of the Bank (“hereinafter referred to as the “**Board**” which term shall be deemed to include any committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution”), Ms. Malini Thadani (DIN: 01516555) whose initial term as an Independent Director of the Bank is expiring on November 24, 2025, and who meets the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible to be re-appointed as an Independent Director and in respect of whom the Bank has received a notice in writing under Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Bank for second term of three (3) years commencing from November 25, 2025 upto November 24, 2028 (both days inclusive) and who shall not be liable to retire by rotation during the said period, in terms of the provisions of Section 149 (13) of the Act.

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

**Item No. 4: To approve remuneration of Mr. Sanjay Agarwal (DIN: 00009526), Managing Director & CEO of the Bank**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (the “**RBI**”) in this regard, from time to

time, and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and subject to all other requisite approvals, permissions and sanctions as may be required and subject to such conditions as may be prescribed by any statutory authority while granting such approvals and in consonance with the provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and Board of Directors of the Bank (“hereinafter referred to as the “Board” which term shall be deemed to include any committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution”), approval of the members of the Bank be and is hereby accorded for payment of remuneration to Mr. Sanjay Agarwal (DIN:00009526), Managing Director & CEO, as detailed below with effect from April 01, 2025 and the same shall continue till any further revision, on the terms and conditions as may be approved by RBI:

**Fixed Pay w.e.f. April 01, 2025:**

Particulars	Amount in Rs. (Per annum)
Salary	1,15,57,500
Allowance	1,73,36,248
<b>Total Salary &amp; Allowances (A)</b>	<b>2,88,93,748</b>
Retiral/Superannuation benefits	
(a) Provident Fund	23,400
(b) Gratuity	5,55,912
<b>Total Retiral/Superannuation benefits (B)</b>	<b>5,79,312</b>
<b>Perquisites and other benefits(C)</b>	<b>36,85,761</b>
<b>Total Fixed Pay (A+B+C)</b>	<b>3,31,58,821</b>

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

**Variable Pay for FY 2024-25:** Upto 85% of total Fixed pay of FY 2024-25 (i.e. Rs. 2,45,08,694) in view of his performance review for said financial year by NRC and Board of Directors and subject to approval of RBI in this regard.

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

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

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



**Item No. 5: To approve the remuneration of Mr. Uttam Tibrewal (DIN: 01024940), Whole Time Director & Deputy CEO of the Bank**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (the “**RBI**”) in this regard, from time to time, and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and subject to all other requisite approvals, permissions and sanctions as may be required and subject to such conditions as may be prescribed by any statutory authority while granting such approvals and in consonance with the provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee (“**NRC**”) and Board of Directors of the Bank (“hereinafter referred to as the “**Board**” which term shall be deemed to include any committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution”), approval of the members of the Bank be and is hereby accorded for payment of remuneration to Mr. Uttam Tibrewal (DIN:01024940), Whole Time Director & Deputy CEO, as detailed below with effect from April 01, 2025 and the same shall continue till any further revision, on the terms and conditions as may be approved by RBI:

**Fixed Pay w.e.f. April 01, 2025:**

Particulars	Amount in Rs. (Per annum)
Salary	1,04,68,416
Allowance	1,57,02,629
<b>Total Salary &amp; Allowances (A)</b>	<b>2,61,71,045</b>
Retiral/Superannuation benefits	
(a) Provident Fund	23,400
(b) Gratuity	5,03,532
<b>Total Retiral/Superannuation benefits (B)</b>	<b>5,26,932</b>
<b>Perquisites and other benefits (C)</b>	<b>20,49,153</b>
<b>Total Fixed Pay (A+B+C)</b>	<b>2,87,47,130</b>

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

**Variable Pay for FY 2024-25:** Up to 110% of total Fixed pay of FY 2024-25 (i.e. Rs. 2,74,97,256) in view of his performance review for said financial year by NRC and Board of Directors and subject to approval of RBI in this regard.

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

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

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

**Item No. 6: To approve re-appointment of Mr. Sanjay Agarwal (DIN: 00009526) as Managing Director & CEO of the Bank**

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

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (the “**Act**”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (the “**RBI**”) in this regard, from time to time, and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and subject to all other requisite approvals, permissions and sanctions as may be required and subject to such conditions as may be prescribed by any statutory authority while granting such approvals and in consonance with the provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee (“**NRC**”) and Board of Directors of the Bank (“hereinafter referred to as the “**Board**” which term shall be deemed to include any committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution”), approval of the members of the Bank be and is hereby accorded for the re-appointment of Mr. Sanjay Agarwal (DIN:00009526), as the Managing Director & CEO of the Bank in respect of whom the Bank has received a notice in writing under Section 160 of the Act, liable to retire by rotation, for a period of three(3) years, with effect from April 19, 2026 upto April 18, 2029 (both days inclusive), on the existing terms and conditions and on remuneration as approved by members of the Bank from time to time, subject to approval of RBI.

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

**Place:** Jaipur  
**Date:** November 24, 2025

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

**Registered Office:**  
19-A, Dhuleshwar Garden,  
Ajmer Road, Jaipur – 302001, Rajasthan, India  
Website: [www.au.bank.in](http://www.au.bank.in)  
Tel: +91 141 4110060  
E-mail: [investorrelations@aubank.in](mailto:investorrelations@aubank.in)

Sd/-  
Manmohan Parnami  
Company Secretary  
Membership No: F9999



## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolutions in respect of the Special Business set out above is annexed herewith.
2. Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of the Listing Regulations, the Bank has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) to provide e-voting facility to members of the Bank.
3. The Board of Directors has appointed CS Mr. Manoj Maheshwari (FCS: 3355), Practicing Company Secretary, as Scrutinizer and failing him CS Ms. Priyanka Agarwal (FCS: 11138), Practicing Company Secretary as the Alternate Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent by e-mail to all the members of the Bank whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on **Friday, November 21, 2025** (“**Cut-off Date**”). It is however clarified that all the persons who are members of the Bank as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolution specified in this notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which Bank or CDSL sends out the Postal Ballot Notice by e-mail to the members of the Bank.
6. Postal Ballot Notice is also available on the website of the Bank at <https://www.au.bank.in/postal-ballot-notice-nov-2025.pdf> and can also be downloaded by accessing website of the CDSL at <https://www.evotingindia.com> and at the relevant sections of the websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com).
7. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).
8. The remote e-voting period commences from **Wednesday, November 26, 2025 [9:00 a.m. (IST)]** and ends on **Thursday, December 25, 2025 [5:00 p.m. (IST)]**. During this period, members holding shares as on **Friday, November 21, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after **Thursday, December 25, 2025 [5:00 p.m. (IST)]**. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.  
The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Bank subject to the provisions of the Banking Regulation Act, 1949, as on the cut-off date i.e. **Friday, November 21, 2025**.
9. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to [investorrelations@aubank.in](mailto:investorrelations@aubank.in) mentioning their Name, Client ID and DP ID.
10. Members whose e-mail ids are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. These members may also cast their vote by following the e-voting process given in this notice.
11. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading “**E-Voting Instructions**” of Postal Ballot Notice.
12. The Scrutinizer will submit his report to the Managing Director & CEO or to the Interim Chief Financial Officer or to the Company Secretary as authorized by the Chairman of the Bank after completion of the scrutiny of votes cast through e-voting. The result of the voting by postal ballot will be announced on or before **Monday, December 29, 2025** by the Managing Director & CEO or by the Interim Chief Financial Officer or by the Company Secretary of the Bank. The result of the postal ballot will be posted on the Bank’s

website (<https://www.au.bank.in/reports/disclosures>) and CDSL website (<https://www.evotingindia.com>) immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

### **E-Voting Instructions**





The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

In terms of Section VI-C of the SEBI "Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities" dated November 11, 2024 on e-Voting facility provided by listed entities, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	<ul style="list-style-type: none"> <li>i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e., CDSL for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>iii. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>i. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>ii. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>iv. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>ii. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>iii. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000

**Step2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to <https://www.evotingindia.com/> and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN of AU Small Finance Bank Limited. A voting page will open containing Resolution to be passed by Members of “AU Small Finance Bank Limited”.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**xviii) Additional Facility for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose Email/Mobile no. are not registered with the Company/Depositories.**

- For Physical shareholders, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Bank’s RTA MUFG Intime Private Limited at [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com).
- For Demat shareholders, please update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

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

### **Item no. 1:**

In compliance with Section 10A(2) of the Banking Regulation Act, 1949 and relevant notifications issued by the Reserve Bank of India (“**RBI**”), the Board of Directors (“**Board**”) has reviewed the current composition and future requirements of the Board. In view of Bank’s growth trajectory and considering completion of second term of 3 Independent Directors in FY 2025-26, the Board considers it prudent to progressively expand its composition by inducting senior qualified professionals having special knowledge or practical experience in the areas of Risk Management, Treasury, Banking, Information Technology and Cyber Security, Digital Banking, Human Resources, Agriculture and Rural Economy, International Banking, Banking (Credit Committee Chair), Small Scale Industry and Co-Operation.

In view of the above background and requirements, the Nomination and Remuneration Committee (“**NRC**”) evaluated several profiles of senior professionals having special knowledge or practical experience in the aforesaid areas.

After detailed interactions and fit and proper assessment of Mr. Narasinganallore Venkatesh Srinivasan (“**Mr. N S Venkatesh**”) (DIN: 01893686) having specialized knowledge and practical expertise in the areas of Accountancy, Banking, Business Management, Economics, Finance, International Banking, Risk Management and Treasury operations as required under Section 10A of the Banking Regulation Act, 1949, the NRC found his candidature suitable and recommended his appointment as an Additional Director (Non-Executive Independent) to the Board.

Mr. N S Venkatesh is a highly experienced professional with over 4 decades of experience in the banking sector including over 2 decades in managing Treasury and International Banking. He served with Industrial Development Bank of India (IDBI) for over 19 years, holding several senior leadership roles such as Chief Financial Officer (CFO) and Executive Director. Additionally, he has held positions as Chief Executive Officer of the Association of Mutual Funds in India (AMFI) and Executive Director at Lakshmi Vilas Bank.

Based on the NRC’s recommendation and its ‘fit and proper’ assessment, the Board at its meeting held on November 24, 2025, appointed Mr. N S Venkatesh as an Additional Director (Non-Executive Independent) for a term of 3 (three) years, effective from November 25, 2025 to November 24, 2028 (both days inclusive), subject to the approval of the members.

The Bank has also received declarations from Mr. N S Venkatesh that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Companies Act, 2013 (“**the Act**”) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and inclusion of his name in the independent directors databank. Additionally, in respect of his appointment a notice of candidature under section 160 of the Act has been received.

The Board has reviewed and affirmed the veracity of the declaration of independence and other documents provided by him and considering his experience in areas of Risk Management, Treasury operations Accountancy, Banking, Business Management, Economics, Finance, and International Banking recommended his appointment as Independent Director to the members for the period of 3 (three) years. Based on the disclosures received and discussions held, it is confirmed that he will be able to devote sufficient time and attention to the affairs of the Bank and provide valuable guidance on matters of strategic importance, thereby strengthening the governance framework and supporting long-term value creation for stakeholders.



He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India, RBI or any other such authority and has given his consent to act as Director of the Bank. In the opinion of the Board, he fulfils the conditions for his appointment as prescribed under the relevant provisions of the Act and rules made thereunder, the Listing Regulations, the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time and he is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Mr. N S Venkatesh himself and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at Item No. 1.

His brief profile and other additional information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.

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

**Item no. 2:**

In compliance with Section 10A(2) of the Banking Regulation Act, 1949 and relevant notifications issued by the Reserve Bank of India (“**RBI**”), the Board of Directors (“**Board**”) has reviewed the current composition and future requirements of the Board. In view of Bank’s growth trajectory and considering completion of second term of 3 Independent Directors in FY 2025-26, the Board considers it is prudent to progressively expand its composition by inducting senior qualified professionals having special knowledge or practical experience in the areas of Risk Management, Treasury, Banking, Information Technology and Cyber Security, Digital Banking, Human Resources, Agriculture and Rural Economy, International Banking, Banking (Credit Committee Chair), Small Scale Industry and Co-Operation.

In view of the above background and requirements, the Nomination and Remuneration Committee (“**NRC**”) evaluated several profiles of senior professionals having special knowledge or practical experience in the aforesaid areas.

After detailed interactions and fit and proper assessment of Mr. Satyajit Dwivedi (DIN: 01893686) having specialized knowledge and practical expertise in the areas of Agriculture and Rural Economy, Co-operation, Banking, Business Management, Finance, Financial Inclusion and Risk Management as required under Section 10A of the Banking Regulation Act, 1949, the NRC found his candidature suitable and recommended his appointment as an Additional Director (Non-Executive Independent) to the Board.

Mr. Satyajit Dwivedi is an eminent and highly accomplished development finance professional with an illustrious career spanning over 35 years in the domains of rural finance, microfinance, project finance, and rural infrastructure development. He has been an acclaimed faculty member at the prestigious College of Agricultural Banking (CAB) of the Reserve Bank of India (“**RBI**”) and has held several senior cadre positions in National Bank for Agriculture and Rural Development (“**NABARD**”) and Bank of India. He has held the position of Managing Director & Chief Executive Officer of Nabkisan Finance Ltd., where he played a pivotal role in fostering partnerships with NBFCs and MFIs to strengthen their lending and investment portfolios. He also served as the Chief Executive Officer of the National Centre for Financial Education (“**NCFE**”), spearheading nationwide initiatives to promote financial literacy and inclusion.

Based on the NRC’s recommendation and its ‘fit and proper’ assessment, the Board at its meeting held on November 24, 2025, appointed Mr. Satyajit Dwivedi as an Additional Director (Non-Executive Independent)

for a term of 3 (three) years, effective from November 25, 2025, to November 24, 2028 (both days inclusive), subject to the approval of the members.

The Bank has also received declarations from Mr. Satyajit Dwivedi that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and inclusion of his name in the independent directors databank. Additionally, in respect of his appointment a notice of candidature under section 160 of the Act has been received.

The Board has reviewed and affirmed the veracity of the declaration of independence and other documents provided by him and considering his experience in areas of Agriculture and Rural Economy, Co-operation, Banking, Business Management, Finance, Financial Inclusion and Risk Management and recommended his appointment as Independent Director to the members for a period of 3 (three) years. Based on the disclosures received and discussions held, it is confirmed that he will be able to devote sufficient time and attention to the affairs of the Bank and provide valuable guidance on matters of strategic importance, thereby strengthening the governance framework and supporting long-term value creation for stakeholders.

He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India, RBI or any other such authority and has given his consent to act as Director of the Bank. In the opinion of the Board, he fulfils the conditions for his appointment as prescribed under the relevant provisions of the Act and rules made thereunder, the Listing Regulations, the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time and he is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Mr. Satyajit Dwivedi himself and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at Item No. 2.

His brief profile and other additional information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.

The Board recommends passing of Special Resolution set out at Item No. 2 of the Notice for approval by the members.

### **Item No. 3:**

In compliance with Section 149(10) of the Companies Act, 2013 (“**Act**”), an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he / she is eligible for re-appointment for an additional term of up to five consecutive years, on passing of a special resolution by the company. However, pursuant to Section 10A(2A) of the Banking Regulation Act, 1949, the overall term of Director of a Banking Company, other than its Chairman or whole-time Director, is restricted for a period of eight consecutive years.

Ms. Malini Thadani (DIN: 01516555) was appointed as an Independent Director of the Bank for a term of 3 (three) consecutive years from November 25, 2022 to November 24, 2025 and accordingly her first term will complete on November 24, 2025.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the listed entity shall ensure that

approval of members for re-appointment of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of the aforesaid provisions and pursuant to the Listing Regulations, the Nomination and Remuneration Committee (“**NRC**”) has assessed that Ms. Malini Thadani has requisite knowledge, skills, experience and expertise as required under Section 10A of the Banking Regulation Act, 1949, and after considering performance evaluation of Ms. Malini Thadani and checking the veracity of her documents and declarations, found her suitable for re-appointment for second term of 3 (three) years and recommended the same to the Board.

The Bank has also received declarations from Ms. Malini Thadani that she meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and inclusion of her name in the independent directors databank. Additionally, in respect of her appointment a notice of candidature under section 160 of the Act has been received.

Accordingly, the Board at its meeting held on November 24, 2025, after conducting the fit and proper assessment, has approved and recommended the re-appointment of Ms. Malini Thadani as an Independent Director of the Bank for second term of 3 (three) years effective from November 25, 2025 to November 24, 2028 (both days inclusive), for the approval of the members and she shall not be liable to retire by rotation during her term as an Independent Director.

Based on the disclosures received and discussions held, it is confirmed that she will be able to devote sufficient time and attention to the affairs of the Bank and provide valuable guidance on matters of strategic importance, thereby strengthening the governance framework and supporting long-term value creation for stakeholders.

Ms. Malini Thadani’s contribution as Chairperson of the Corporate Social Responsibility Committee and Sustainability Committee of the Bank and her professional advice on the matters relating to Banking, Business Management, Risk Management, Environmental, Social & Governance, Sustainability and CSR etc. has been exemplary. Her re-appointment for second term and continuation on Board shall greatly benefit the Bank in the areas of her expertise.

She is not disqualified/debarred from being re-appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India, RBI or any other such authority and has given her consent to act as Director of the Bank. In the opinion of the Board, she fulfils the conditions for her re-appointment as prescribed under the relevant provisions of the Act and rules made thereunder, the Listing Regulations, the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time and she is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Ms. Malini Thadani herself and/or her relatives, are directly or indirectly, concerned or interested in the resolution set out at Item No. 3.

Her brief profile and other additional information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.

The Board recommends passing of Special Resolution set out at Item No. 3 of the Notice for approval by the members.

#### **Item No. 4 & 6:**

Mr. Sanjay Agarwal is the Promoter and Managing Director & CEO (“**MD & CEO**”) of the Bank and he has over 3 decades of strategic executive experience. He is a commerce graduate and all-India Rank Holder Chartered Accountant with commendable and extensive experience in the areas of Accountancy, Agriculture & Rural Economy, Banking, Economics, Finance & Treasury, Small Scale Industry, Human Resource, Risk Management, and Business Management.

His visionary leadership, entrepreneurial acumen, and forward-thinking approach have been instrumental in positioning the Bank at the forefront of innovation and growth. He has focused on cultivating a culture of high performance and institutional excellence, he has consistently delivered superior outcomes through a blend of strategic foresight and executional rigor. His commitment to the highest standards of corporate governance, fair and transparent disclosures and high-level engagement with key stakeholders, reinforces the Bank's credibility and trust among investors, customers, and regulatory bodies. His astute guidance has fortified the Bank's foundation, fostering resilience, stability, and sustained progress, paving the way for long-term, scalable growth.

He holds overarching responsibility for the Bank's operations and provides direct strategic oversight across several critical areas viz. Business Planning & Strategy, Policy, Underwriting, Collections, Finance, Compliance, HR, Secretarial and CSR. His dynamic vision, strategic focus, and entrepreneurial skills continue to guide the balanced growth of the Bank's businesses across markets.

Under his visionary leadership, the Bank has transformed from Non-Banking Financial Company (NBFC) into the country's largest Small Finance Bank and recently received in-principle approval from the Reserve Bank of India (“**RBI**”) for transition into a Universal Bank.

Over the past eight years, the institution has demonstrated exceptional progress, underpinned by a strong emphasis on risk management, retail banking, digital innovation, and customer-centricity, thereby redefining the banking experience for millions.

Below are few of the key financial, strategic and operational achievements in last 3 years under his leadership:

#### **Key Financial Highlights:**

<b>Particulars</b>	<b>March 31, 2025*</b>	<b>March 31, 2024*</b>	<b>March 31, 2023</b>
Assets (Rs. in crores)	1,57,846	1,09,426	90,216
Deposits (Rs. in crores)	1,24,269	87,182	69,365
Shareholder's Fund (Rs. in crores)	17,166	12,560	10,977
Profit After Tax (Rs. in crores)	2,106	1,535	1,428
Unique Customers (in lakhs)	113.4	49.4	38.6
Touchpoints (Nos.)	2,456	1,074	1,027
Employees (Nos.)	50,946	29,738	28,320

**\*Note:** above details as of March 31, 2024 represent pre-amalgamation data, while details as of March 31, 2025 reflect post-amalgamation data following the merger of Fincare Small Finance Bank with the Bank, effective April 1, 2024.

Further, despite challenges like inflation and liquidity pressures, interest rate volatility and global uncertainties, the Bank has achieved strong growth in deposits, advances, and profitability, while maintaining asset quality and governance standards. Under the exemplary leadership and strategic guidance of MD & CEO, the Bank successfully surpassed a significant milestone during the current term, achieving over Rs. 1 Lakh Crore each in deposits and advances. This remarkable growth was complemented by the maintenance of pristine asset quality, as reflected in the GNPA and NNPA ratios, which stood at 2.3% and 0.7% respectively as on March 31, 2025.

## Key Strategic Achievements:

His leadership has been pivotal in institutionalizing a culture of agility, technological advancement, and operational excellence. Following are few of the notable achievements of the Institution under his leadership during current term:

1. The Bank received in-principle approval from RBI for transition from a Small Finance Bank to Universal Bank in 2025 an inflection point that underscores the institution's robust governance, financial resilience, and long-term vision.
2. Fincare Small Finance Bank has amalgamated into and with the Bank in 2024 adding Micro Finance Business and has increased the Bank's footprint in Southern part of India helping to become PAN India Bank.
3. The Bank received AD- I license in 2023 from the RBI which has enabled it to venture into international trade services such as remittances and cross-border trade financing as well.
4. Several coveted accolades in various categories including Best Small Finance Bank, Technology, CSR, ESG and HR among others were received by the Bank under his leadership during last 3 years.

**Approval of remuneration of MD & CEO:** Based on the evaluation of performance across quantitative and qualitative parameters, and considering his key achievements during FY 2024–25, the Board, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the variable pay for FY 2024–25 and the fixed pay for Mr. Sanjay Agarwal, MD & CEO, at its meetings held on July 25, 2025, and October 17, 2025, respectively, subject to approval of the RBI and the members of the Bank.

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

**Approval for re-appointment of MD & CEO:** Mr. Sanjay Agarwal has been associated with the Bank (earlier NBFC) since its inception in 1996 and was first appointed as Managing Director in 2008. In 2017, Mr. Sanjay Agarwal was appointed as MD & CEO of the Bank for a period of 3 years from the date of taking charge i.e. April 19, 2017. Later, RBI approved an extension of his term as MD & CEO for three years from April 19, 2020 to April 18, 2023 and thereafter extended for a further period of 3 years till April 18, 2026 and approval from members and RBI were duly obtained in this regard.

Further, the Board on recommendation of NRC, at its meeting October 17, 2025, approved and recommended his re-appointment for a term of three years from April 19, 2026 to April 18, 2029 on the existing terms and conditions and on remuneration as approved by members of the Bank from time to time, subject to approval of RBI.

His unwavering commitment to the highest standards of corporate governance, fair and transparent disclosures and meaningful engagement with key stakeholders has strengthened the Bank's credibility and trust among investors, customers, and regulatory authorities. Guided by his optimism about the opportunities within the Indian economy and the resilience of its people, he has consistently remained dedicated to building a differentiated, retail-focused Bank for India.

Mr. Sanjay Agarwal is not disqualified and debarred from being re-appointed as MD & CEO, in terms of Sections 164 and 196 of the Companies Act, 2013 ("the Act") or by order of Securities and Exchange Board of India or any other such authority and he has given his consent to act as MD & CEO of the Bank. Additionally, a notice in writing under section 160 of the Act proposing his candidature for appointment as the MD & CEO of the Bank has been duly received from a member.

None of the Directors or any of the Key Managerial Personnel of the Bank and their relatives other than Mr. Sanjay Agarwal himself and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at Item No. 4 & 6.

His brief profile and other additional information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.

The Board recommends passing of Ordinary Resolution set out at Item No. 4 & 6 of the Notice for approval by the members.

#### **Item no. 5:**

Mr. Uttam Tibrewal is Whole Time Director (WTD) & Deputy CEO of the Bank. He is a commerce graduate from the University of Delhi. He brings around 3 decades of distinguished experience in the financial services sector, marked by strategic leadership and deep domain expertise. His foresight and executorial excellence have been instrumental in architecting and scaling the Bank's retail and branch banking operations.

He spearheads multiple strategic business verticals, including Branch Banking, Retail Assets (Wheels, Micro Business Loans, and Home Loans), Commercial Banking, Microfinance, Bancassurance & Wealth, and Marketing. Under his leadership, these verticals have delivered strong growth across diverse geographies and customer segments.

His strategic intellect, coupled with an unwavering commitment to operational excellence, has catalysed sustainable growth while streamlining processes and embedding customer-centricity at the core of the Bank's ethos. His steadfast belief in a "Customer First" philosophy continues to shape service delivery across all customer-facing channels, Branch Banking, Customer Care, and Digital Platforms, ensuring a seamless and responsive banking experience.

Under his dynamic leadership, the Bank has sharpened its focus on holistic business development, encompassing expansion of the deposit base, optimization of funding costs, growth of the asset portfolio, enhancement of asset quality, and brand elevation. His efforts have also reinforced the Bank's commitment to financial inclusion, laying a resilient foundation for long-term, inclusive growth.

Despite a challenging FY 2024-25 marked by tight liquidity and high interest rates, the Bank delivered robust performance under his leadership. Key initiatives included recalibration of unsecured portfolios, integration of retail lending under unified leadership, smooth integration of Fincare operations and accelerated deposit mobilization through branch banking.

Below are few of the key financial and other achievements under his leadership during the FY 2024-25:

Particulars	March 31, 2025*	March 31, 2024*
Assets (Rs. in crores)	1,57,846	1,09,426
Deposits (Rs. in crores)	1,24,269	87,182
Shareholder's Fund (Rs. in crores)	17,166	12,560
Profit After Tax (Rs. in crores)	2,106	1,535
Unique Customers (in lakhs)	113.4	49.4
Touchpoints (Nos.)	2,456	1,074
Employees (Nos.)	50,946	29,738

**\*Note:** above details as of March 31, 2024 represent pre-amalgamation data, while details as of March 31, 2025 reflect post-amalgamation data following the merger of Fincare Small Finance Bank with the Bank, effective April 1, 2024.



The Bank received in-principle approval from RBI for transition from a Small Finance Bank to Universal Bank in 2025 an inflection point that underscores the institution's robust governance, financial resilience, and long-term vision.

As on March 31, 2025, the Bank has expanded its footprint to 2,456 banking touchpoints across 25 states and union territories, with deeper presence in underserved southern markets and has become a PAN India Bank.

These achievements underscore Mr. Uttam Tibrewal's instrumental role in driving sustainable growth, digital transformation, and inclusive banking, laying a strong foundation for the Bank's future.

Based on the evaluation of performance across quantitative and qualitative parameters, and considering his key achievements for FY 2024-25, the Board, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the variable pay for FY 2024-25 and the fixed pay for Mr. Uttam Tibrewal, WTD & Deputy CEO of the Bank, at its meetings held on July 25, 2025, and October 17, 2025, respectively, subject to approval of the RBI and the members of the Bank.

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

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

His brief profile and other additional information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.

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

**Place:** Jaipur

**Date:** November 24, 2025

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

**Registered Office:**

19-A, Dhuleshwar Garden,  
Ajmer Road, Jaipur – 302001, Rajasthan, India  
Website: [www.au.bank.in](http://www.au.bank.in)  
Tel: +91 141 4110060  
E-mail: [investorrelations@aubank.in](mailto:investorrelations@aubank.in)

Sd/-  
Manmohan Parnami  
Company Secretary  
Membership No: F9999

## Annexure

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

Particulars	Mr. N S Venkatesh	Mr. Satyajit Dwivedi
<b>Age</b>	68 Years	65 Years
<b>Date of first appointment on Board</b>	November 25, 2025	November 25, 2025
<b>Qualification</b>	<ul style="list-style-type: none"> <li>Chartered Accountant</li> <li>Bachelor's in science (B. Sc.)</li> <li>Certified Associate of Indian Institute of Bankers (CAIIB)</li> <li>Diploma in Management</li> <li>Diploma in Financial Services</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor's in science with Physics as major from Utkal University</li> <li>Master's in science with specialization in Semiconductor Physics from Utkal University</li> <li>Certified Associate of Indian Institute of Bankers (CAIIB)</li> <li>Diploma in micro-Finance from Indian Institute of Banking and Finance</li> </ul>
<b>Brief Resume including experience</b>	<p>Mr. N S Venkatesh is a Chartered Accountant and a Science graduate from Kerala University. He holds Diplomas in Management and Financial Services and is a Certified Associate of the Indian Institute of Bankers (CAIIB) and the Indian Institute of Banking and Finance (IIBF).</p> <p>He possesses specialized knowledge and practical expertise in Risk Management, Treasury operations, Accountancy, Banking, Business Management, Economics, Finance and International Banking.</p> <p>With a distinguished career spanning over 4 decades in the banking and financial services sector, including more than 20 years in Treasury and International Banking, he has held several pivotal leadership positions. His tenure at the Industrial Development Bank of India (IDBI) extended for over 19 years, during which he served in senior leadership roles such as Chief Financial Officer and Executive Director. Additionally, he has held positions as Chief Executive Officer of the Association of Mutual Funds in India (AMFI) and Executive Director at Lakshmi Vilas Bank.</p> <p>He has been an active member of various committees and working groups of the Reserve Bank of India (RBI). He has</p>	<p>Mr. Satyajit Dwivedi holds a Bachelor of Science in Physics and a Master of Science with specialization in Semiconductor Physics from Utkal University. He is a Certified Associate of the Indian Institute of Bankers (CAIIB) and holds a Diploma in Microfinance from the Indian Institute of Banking and Finance.</p> <p>He is an eminent and highly accomplished development finance professional with an illustrious career spanning over 35 years in the domains of Agriculture and Rural Economy, Microfinance, Co-operation, Banking, Business Management, Finance, Financial Inclusion and Risk Management.</p> <p>He started his career with Bank of India and then held several senior cadre positions in NABARD. He has been an acclaimed faculty member at the prestigious College of Agricultural Banking (CAB) of the Reserve Bank of India (RBI). He has held the position of Managing Director &amp; Chief Executive Officer of Nabkisan Finance Ltd. He also served as the Chief Executive Officer of the National Centre for Financial Education (NCFE).</p> <p>His exceptional leadership and contributions earned him recognition among the "100 Most Influential Leaders in</p>

Particulars	Mr. N S Venkatesh	Mr. Satyajit Dwivedi
	chaired the Fixed Income, Money Markets & Derivatives Association (FIMMDA) and served as a Committee Member of the Foreign Exchange Dealers' Association of India (FEDAI). He was also an invitee-ex officio to SEBI's Mutual Funds Advisory Committee and a member of SEBI's Corporate Bonds and Securitization Advisory Committee (CoBoSAC). Currently, he serves as a Director on the Boards of several reputed companies.	Banking and Financial Services Institutions" by The Economic Times in the year 2017.
<b>Nature of his/her expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>• Risk Management,</li> <li>• Treasury operations</li> <li>• Accountancy,</li> <li>• Banking,</li> <li>• Business Management,</li> <li>• Economics,</li> <li>• Finance, and</li> <li>• International Banking,</li> </ul>	<ul style="list-style-type: none"> <li>• Agriculture and Rural Economy,</li> <li>• Banking,</li> <li>• Business Management,</li> <li>• Co-operation,</li> <li>• Finance,</li> <li>• Financial Inclusion and</li> <li>• Risk Management.</li> </ul>
<b>Other Directorship</b>	<ul style="list-style-type: none"> <li>• Legal Entity Identifier India Limited (Director)</li> <li>• Clearcorp Dealing Systems (India) Limited (Director)</li> <li>• Bandhan Mutual Fund Trustee Limited (Independent Director)</li> <li>• Indel Money Limited (Director)</li> <li>• Acuite Ratings &amp; Research Limited (Additional Director - Independent)</li> <li>• PAYTM Money Limited (Independent Director)</li> <li>• Carnelian Asset Management &amp; Advisors Private Limited (Independent Director)</li> <li>• Athachi Finserv Private Limited (Director)</li> <li>• Integro Finserv Private Limited (Independent Director)</li> <li>• Dharmishta Mithran (Director) (A non-profit organisation)</li> </ul>	None
<b>Name of listed entities from which the person has resigned in the past three years</b>	None	None
<b>Chairmanship/Membership of Committees in other companies in which position of Director is held<sup>#</sup></b>	<b>Chairmanship:</b> <ul style="list-style-type: none"> <li>• Audit Committee of Indel Money Limited</li> <li>• Audit Committee of PAYTM Money Limited</li> </ul> <b>Membership:</b> <ul style="list-style-type: none"> <li>• Audit Committee of Bandhan Mutual Fund Trustee Limited</li> <li>• Audit Committee of Acuite Ratings &amp; Research Limited</li> </ul>	None

Particulars	Mr. N S Venkatesh	Mr. Satyajit Dwivedi
<b>Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company</b>	None	None
<b>No. of equity shares held in the Company<sup>##</sup></b>	Nil	Nil
<b>No. of Board meetings attended during the year (FY 2025-26)</b>	Not Applicable	Not Applicable
<b>Terms and conditions of appointment or re-appointment</b>	For a term of 3 years w.e.f. November 25, 2025, subject to approval of members and not liable to retire by rotation.	For a term of 3 years w.e.f. November 25, 2025, subject to approval of members and not liable to retire by rotation.
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Please refer explanatory statement for item no. 1.	Please refer explanatory statement for item no. 2.
<b>Remuneration last drawn*</b>	Not Applicable	Not Applicable
<b>Remuneration sought to be paid</b>	<p>He is entitled to a compensation (Fixed Remuneration) not exceeding Rs. 20,00,000/- (Rupees Twenty Lakh Only) per annum as may be approved by Nomination and Remuneration Committee and Board from time to time.</p> <p>He is also entitled to a sitting fee of Rs. 90,000 for each Board Meeting attended and Rs. 55,000 for each Committee Meeting attended as a member.</p>	<p>He is entitled to a compensation (Fixed Remuneration) not exceeding Rs. 20,00,000/- (Rupees Twenty Lakh Only) per annum as may be approved by Nomination and Remuneration Committee and Board from time to time.</p> <p>He is also entitled to a sitting fee of Rs. 90,000 for each Board Meeting attended and Rs. 55,000 for each Committee Meeting attended as a member.</p>

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

## Shareholding as on November 14, 2025.

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

Particulars	Ms. Malini Thadani	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
<b>Age</b>	68 years	55 Years	54 years
<b>Date of first appointment on Board</b>	November 25, 2022	January 22, 2003	January 22, 2005
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• Certificate of Public Administration, Ohio University, Ohio, USA</li> <li>• Master of Arts, Ohio University, Ohio, USA</li> <li>• Master's in history, Hindu College, University of Delhi</li> <li>• Bachelor's in history, Lady Shri Ram College, University of Delhi</li> <li>• Insead Social Entrepreneurship Programme (ISEP), Insead, Paris, France</li> <li>• Financial Times Non-Executive Director Diploma Programme, Hong Kong</li> </ul>	C.A., B. Com.	B. Com.
<b>Brief Resume including experience</b>	<p>Ms. Malini Thadani joined the Board of AU Small Finance Bank in November 2022. She has completed a Diploma Programme for Non-Executive Directors, conducted by Financial Times in Hong Kong, a Programme in Social Entrepreneurship from INSEAD, Paris, France and the Cycle Special Etranger, at the Ecole Nationale D'Administration in France. She has a acquired a Certificate of Public Administration and a Master's Degree from Ohio University, USA, a Master's Degree in History from Hindu College, University of Delhi and a Bachelor's degree in History from Lady Shri Ram College, University of Delhi.</p> <p>Her two careers in the Indian Revenue Service and with HSBC in India and Hong Kong, spanned over 4 decades and have given her knowledge and experience in the areas of Sustainability, CSR, Public Affairs, Business Management, and Risk Management. She was Head of Sustainability, Asia, at the HongKong and Shanghai Banking Corporation Limited in Hong Kong and has held leadership positions in the areas of Communications, Sustainability, CSR, and</p>	<p>Mr. Sanjay Agarwal is the Promoter and Managing Director &amp; CEO of AU Small Finance Bank Limited ("AU SFB") having over 3 decades of executive experience. He is a Commerce graduate from Government College, Ajmer, and an all-India rank holder Chartered Accountant. Mr. Agarwal possesses knowledge and practical experience in the fields of Accountancy, Agriculture and Rural Economy, Banking, Economics, Finance &amp; Treasury, Small Scale Industry, Human Resources, Risk Management, and Business Management.</p> <p>Mr. Sanjay Agarwal is the Founder and a first-generation entrepreneur, he founded Au Financiers (India) Limited (then called LN Finco Gems Pvt Ltd) in 1996. He saw an opportunity in addressing the financial needs of small entrepreneurs and underserved individuals in the rural and semi-urban areas of Rajasthan. Au Financiers differentiated itself by offering transparent and affordable loans for income generation to the small individual transporters who were hitherto forced to depend on local money lenders.</p>	<p>Mr. Uttam Tibrewal joined the Board of the Company in 2005. He is a commerce graduate from the University of Delhi. He has around 3 decades of distinguished experience in Financial Service sector with rich experience in the field of Agriculture &amp; Rural Economy, Financing, Small Scale Industry, Accountancy, Economics, Banking, Risk and Business Management.</p> <p>His deep operational knowledge and broad strategic insight helped in building and scaling the retail business. He is responsible for overall supervision of businesses viz. retail assets covering wheels &amp; micro business loans, home loans, branch banking, and marketing. His ability to pulse the customer expectation sets him apart. He has led from front and over the years ensured that simplification of processes and customer centricity is kept as organisational priority for success and sustainability in the long run.</p>

Particulars	Ms. Malini Thadani	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
	<p>Public Affairs at HSBC India. Before that, she held senior positions in the Indian Revenue Service from 1980 to 1995.</p> <p>She is visiting faculty at the Indian School of Development Management (ISDM) where she teaches a course on CSR, Sustainability and ESG.</p> <p>As Independent Director on corporate Boards and not-for-profits, she advises organisations to future proof themselves by effectively integrating sustainability and ESG into their strategic vision. She is skilled in designing, developing and implementing large-scale, complex, cross-border sustainability projects in partnership with global and regional think tanks, not-for-profits, and academia, specialising in areas including livelihoods, employability, entrepreneurship, sustainable finance, and environmental resource security.</p> <p>She has special knowledge and practical experience in the fields of Banking, Risk Management, Business Management, Sustainability &amp; Sustainable Finance, ESG, Public Affairs, and CSR.</p> <p>Presently, she is Executive Director of the World Monuments Fund India Association, a Section 8 Company that works for heritage conservation in India.</p>	<p>His execution-oriented approach and unwavering focus on serving the underserved customers while ensuring strong asset quality, helped Au Financiers to thrive and transform itself from an NBFC to a Largest Small Finance Bank.</p> <p>Mr. Agarwal's commitment to the high standards of corporate governance has been a cornerstone of AU's success. He firmly believes that fair and transparent disclosures and high level of engagement with key stakeholders, reinforces the Bank's credibility and trust among investors, customers, and regulatory bodies.</p> <p>He has been acknowledged with prestigious awards like the EY Entrepreneur of the Year (2018), ET Now Innovative Leader of the Year, and ICAI Business Leader of the Year (2017), Personality of the year (Finance Category) at Rajasthan Entrepreneur by CNBC Awaaz, the Excellence Award, ET Gamechanger of India (2019), and HH Maharaja Sawai Bhawani Singh II Award for Excellence in Business and Industry (2024).</p>	



Particulars	Ms. Malini Thadani	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
<b>Nature of his/her expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>• Environmental, Social &amp; Governance</li> <li>• Sustainable Finance</li> <li>• Banking,</li> <li>• Risk Management,</li> <li>• Business Management,</li> <li>• Public affairs, and</li> <li>• CSR</li> </ul>	<ul style="list-style-type: none"> <li>• Accountancy</li> <li>• Agriculture and Rural economy</li> <li>• Banking</li> <li>• Economics</li> <li>• Finance &amp; Treasury</li> <li>• Small scale Industry</li> <li>• Human Resource</li> <li>• Risk Management</li> <li>• Business Management</li> </ul>	<ul style="list-style-type: none"> <li>• Accountancy</li> <li>• Agriculture and Rural Economy</li> <li>• Banking</li> <li>• Economics</li> <li>• Finance</li> <li>• Small Scale Industry</li> <li>• Risk Management</li> <li>• Business Management</li> </ul>
<b>Other Directorship</b>	<ul style="list-style-type: none"> <li>• Max Financial Services Limited (Independent Director)</li> <li>• Max Estates Limited (Independent Director)</li> <li>• Mirae Asset Investment Managers (India) Private Limited (Independent Director)</li> <li>• WOTR Consulting Forum (Director)</li> <li>• Access Development Services (Director)</li> <li>• Lighthouse Communities Foundation (Director)</li> </ul>	Nil	Nil
<b>Name of listed entities from which the person has resigned in the past three years</b>	Saksoft Limited	Nil	Nil
<b>Chairmanship/Membership of Committees in other companies in which position of Director is held<sup>#</sup></b>	<b>Membership:</b> <ul style="list-style-type: none"> <li>• Audit Committee of Max Financial Services Limited</li> <li>• Stakeholders Relationship Committee of Max Financial Services Limited</li> </ul>	Nil	Nil
<b>Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company</b>	None	None	None
<b>No. of equity shares held in the Company<sup>##</sup></b>	Nil	11,71,91,360	1,33,60,637
<b>No. of Board meetings attended during the year (FY 2024-25)</b>	11/11	11/11	11/11
<b>Terms and conditions of appointment or re-appointment</b>	Re-appointment for a term of 3 years w.e.f. November 25, 2025 as an Independent Director subject to approval of members.	Re-appointment for a term of 3 years w.e.f. April 19, 2026 as an MD & CEO on the existing terms and conditions and on	Existing terms and conditions as approved by members and as stipulated by RBI.

Particulars	Ms. Malini Thadani	Mr. Sanjay Agarwal	Mr. Uttam Tibrewal
		remuneration as approved by RBI and members of the Bank from time to time.	
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Please refer Explanatory Statement for Item no. 3.	Not Applicable	Not Applicable
<b>Remuneration last drawn*</b>	Rs. 18,00,000 (FY 2024-25)	Rs. 4.01 Crores [Fixed Pay for FY 2024-25 (including perquisites) and Variable Pay of Previous Years paid during the FY 2024-25]	Rs. 2.89 Crores [Fixed Pay for FY 2024-25 (including perquisites**) and Variable Pay of Previous Years paid during the FY 2024-25]
<b>Remuneration sought to be paid</b>	She is entitled to compensation (Fixed Remuneration) not exceeding Rs. 20,00,000/- (Rupees Twenty Lakh Only) per annum as may be approved by Nomination and Remuneration Committee and Board from time to time.  She is also entitled to a sitting fee of Rs. 90,000 for each Board Meeting attended and Rs. 55,000 for each Committee Meeting attended as a member.	As disclosed in resolution no. 4 & 6.	As disclosed in resolution no. 5.

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

## Shareholding as on November 14, 2025.

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

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