

Ref. No.: AUSFB/SEC/2024-25/1

Date: April 1, 2024

To,

National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra. NSE Symbol: AUBANK	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra. ScrIP Code: 540611, 958400, 974093, 974094 & 974095
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Dear Sir/Madam,

Sub: Outcome of Board Meeting

Ref: Regulation 30 and 51 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

We wish to inform that the Board of Directors ("**Board**") of AU Small Finance Bank Limited ("**AUSFB**") at its meeting held today i.e. on April 1, 2024 has taken on record the approval received from the Reserve Bank of India ("**RBI**") for the Amalgamation of Fincare Small Finance Bank Limited ("**Fincare SFB**") into and with AUSFB with effect from April 01, 2024 ("**Effective Date**") and declared the effectiveness of the Amalgamation Scheme. Further, the Board has, inter alia, considered and noted/approved the following:

- Allotment of Shares: Allotment of 7,35,25,352 (Seven Crores Thirty Five Lakhs Twenty Five Thousand Three Hundred Fifty Two) fully paid-up equity shares of AUSFB of Rs. 10/- each in accordance with the share exchange ratio i.e. 579 equity shares of face value of Rs. 10/- each of the AUSFB for every 2,000 equity shares of face value of Rs. 10/- each of the Fincare SFB, to such eligible shareholders of Fincare SFB who were holding shares as on the Record Date i.e. March 22, 2024. The said equity shares allotted shall be listed and traded on BSE Limited and the National Stock Exchange of India Ltd. and shall rank pari passu in all respects with the existing equity shares of AUSFB.

The paid-up equity share capital of AUSFB will accordingly increase from Rs. 6,69,16,24,510 to Rs. 7,42,68,78,030.

- Fractional Shares: The above allotment includes 135 fully paid-up equity shares of AUSFB of Rs. 10/- each, allotted to Catalyst Trusteeship Limited, Corporate Trustee appointed pursuant to the amalgamation scheme by the AUSFB, towards fractional entitlements of eligible shareholders of Fincare SFB, as per the Share Exchange Ratio as provided in the Scheme. The said 135 equity shares shall be sold in the market at the prevailing market price or prices at any time within a period of 90 (ninety) days from the Effective Date, and net sale proceeds (after deduction of the expenses incurred and applicable income tax) on such sale shall be distributed to the respective record date shareholders in the same proportion of their fractional entitlements.

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

- c) Transfer of Non-Convertible Debentures (“NCDs”) (ISIN - INE519Q08137, INE519Q08145, INE519Q08152, INE519Q08160, INE519Q08178, INE519Q08186 and INE519Q08194): The existing NCDs issued by Fincare SFB will be transferred to AUSFB and will continue to be listed on BSE Limited. The NCD holders as on record date i.e. March 28, 2024 will continue to be holders of the said NCDs.
- d) Appointment of Mr. Divya Sehgal (DIN:01775308), as an Additional Director to be designated as Non-Executive Non-Independent Director on the Board of AUSFB for a period of 3 years commencing from the effective date i.e. April 1, 2024, not liable to retire by rotation, subject to approval of shareholders.
- Further, Mr. Divya Sehgal is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and therefore is not disqualified to be appointed as Director.
- e) Designating Mr. Uttam Tibrewal (DIN: 01024940), Whole Time Director at AUSFB as Whole Time Director and Deputy CEO of AUSFB w.e.f. April 1, 2024.
- f) Appointment of Mr. Rajeev Yadav, as Deputy CEO and categorising him as Senior Management Personnel (SMP) w.e.f. April 1, 2024.

The above disclosure is made in compliance of the Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and details are covered in the **Annexure I**.

Further, press release titled ‘AU Small Finance Bank and Fincare SFB merger effective April 1, 2024, marking the completion of the first M&A among Small Finance Banks’ is attached as **Annexure II**.

The above information is also made available on the website of the Bank at <https://www.aubank.in/investors/amalgamation-of-fincareafb-into-ausfb>.

The Board meeting commenced at 4:00 PM and concluded at 7:05 PM.

We request you to take the above disclosure on record and bring the same to the notice of all concerned.

Thanking You,

Yours faithfully,

For AU SMALL FINANCE BANK LIMITED

Manmohan Parnami
Company Secretary and Compliance Officer
Membership No.: F9999
investorrelations@aubank.in
Encl: As above

Annexure I

Details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Sr. No.	Particulars	Details	
1.	Name	Mr. Divya Sehgal	Mr. Rajeev Yadav
2.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment as an Additional Director to be designated as Non-Executive Non-Independent Director	Appointment as Deputy CEO and categorising him as Senior Management Personnel (SMP)
3.	Date of Appointment/ re-appointment/ cessation (as applicable) & Terms of Appointment/ re-appointment	With effect from April 1, 2024 for a period of 3 years subject to approval of shareholders	With effect from April 1, 2024
4.	Brief Profile (in case of Appointment)	<p>Mr. Divya Sehgal hold bachelor's degree in electrical engineering from IIT, Delhi and Post Graduate Diploma in Management from IIM, Bengaluru.</p> <p>He is currently associated with True North as a Partner and responsible for investments and scaling up of businesses in the financial services sector.</p> <p>Prior to joining True North, he was founder and Chief Operating Officer of Apollo Health Street, a leading healthcare outsourcing firm and one of the top five in its space globally. He has also worked as consultant with McKinsey, with Corporate Finance Team at ANZ and as an entrepreneur at E-medlife, a Corporate healthcare advisory firm.</p> <p>At present, he is also acting as a Director of Home First Finance Company India Limited and Niva Bupa Health Insurance Company Limited.</p>	<p>Mr. Rajeev Yadav holds a bachelor's degree in technology from the Indian Institute of Technology, Kanpur, and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad.</p> <p>He has over three decades of diversified experience including 25 years in financial services. At Fincare Small Finance Bank, as the founding MD & CEO, he has played a key role devising business, digital and operating strategies and their implementation at launch and successful execution over the years delivering strong financial returns, along with building a strong risk and compliant framework at Fincare. Previously, as the CEO of Fincare platform that included two rural-focused NBFC-MFIs and a bank partnership entity, he was instrumental in scaling up the platform profitably and diversifying new products and business lines. He has also worked as India CEO at GE Money and served as the CMO and BD Head for GE Capital India, and as Business Leader for home loans and loans against property with GE Money. Besides financial services, he had worked in the telecom and electric design automation industries in India and US in the past.</p>
5.	Disclosure of relationship between Directors (in case of appointment of Directors)	Mr. Divya Sehgal is not related to any Director of the Bank.	Not Applicable

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For Immediate Release:

AU Small Finance Bank and Fincare SFB merger effective April 1, 2024, marking the completion of the first M&A among Small Finance Banks

- *AU SFB Balance Sheet to cross ~ ₹1.2 Lac Crores and set to become a true pan-India banking franchise with 1 Crore+ customers and 2,350+ physical touchpoints; 9 states to have more than 100 physical touchpoints*
- *Focus is to ensure smooth and seamless integration within the next 9-12 months and deliver best-in-class banking services and value to customers*

Mumbai, April 1, 2024: In accordance with the Reserve Bank India (RBI) approval dated March 4, 2024, AU Small Finance Bank (AU SFB), India's largest SFB, announced the amalgamation of Fincare Small Finance Bank (Fincare SFB) with and into AU SFB, effective today. This merger helps AU SFB to establish a robust pan-India retail banking franchise by leveraging complementary geographic footprints, diverse customer segments with a wider product offering and digital capabilities.

In an all-stock merger deal first announced on October 29, 2023, where the shareholders of Fincare SFB received 579 equity shares in AU SFB for every 2,000 equity shares held in Fincare SFB, the merger received final approval from RBI on March 4, 2024, with effective date of April 1, 2024. Earlier on January 23, 2024, Competition Commission of India ("CCI") granted its approval for the merger under the provisions of Section 31(1) of the Competition Act, 2002.

This is among the fastest merger approvals in Indian Merger and Acquisition (M&A) space, with all approvals received within a span of 4.5 months. With this, AU SFB becomes a formidable banking franchise with a combined base of 1 crore+ customers, 43,500+ employees, and a network of 2,350+ physical touchpoints across 25 states and union territories, having a deposit base of ₹89,854 crore and balance sheet size of ₹1,16,695 crore (all numbers are as on December 31, 2023, on proforma basis).

The focus now shifts to ensuring a smooth and seamless integration within the next 9-12 months and deliver exceptional banking services and value to the customers.

As part of this merger, Mr. Rajeev Yadav, former MD & CEO of Fincare SFB, has been designated as the Deputy CEO of AU SFB and shall continue to lead all key asset businesses of Fincare SFB, now housed within the Fincare Unit at AU SFB. AU SFB recently consolidated its operations into five business groups and 'Fincare Unit' shall become its 6th business group. Additionally, Mr. Uttam Tibrewal, Executive Director at AU SFB, has been elevated as Deputy CEO and Executive Director, AU SFB.



Post-merger, all 59 lakh plus customers of Fincare SFB will be able to experience and enjoy the best-in-class digital services and flagship products (both assets & liabilities) of AU SFB including its offerings like credit cards, QR code, video banking and AU0101.

To ensure seamless transition and minimal customer disruption due to the merger, both tech-led banks with strong customer orientation have established a dedicated task force and equipped its call centers to answer all customer queries.

The merger is also expected to provide AU SFB with enhanced access to South India, significantly expanding its distribution network. This increased presence will facilitate the distribution of the bank's diverse range of products and services to a wider customer base, strengthening its market position in the region.

Commenting on this transformative merger, **Mr. Sanjay Agarwal, Founder, MD & CEO of AU Small Finance Bank**, remarked, "*Today marks a significant milestone in our journey of building a 'Forever Bank' and I take this opportunity to welcome the customers, shareholders, and employees of Fincare to AU family. This merger represents not just the amalgamation of two entities, but the convergence of our shared vision to redefine banking excellence in India. I would like to thank the Government of India and the Reserve Bank of India and all other regulatory authorities for their blessings and expeditious approval process. With this integration, I assure them of building a well-governed, always compliant and a stronger retail banking franchise that will, over the coming decades, contribute to the growing India story. This merger underscores our commitment to financial inclusion and with our combined strength, we can serve all segments of customers, including low-income households, HNIs as well as MSMEs, through physical and digital channels both, offering a holistic bouquet of products, including cross-border business that will get launched soon under the Authorized Dealer – Category I license (AD Cat-I)*".

About AU Small Finance Bank

AU Small Finance Bank Limited (AU SFB) is a scheduled commercial bank and has established itself as the largest SFB in India since starting its banking journey in April 2017. Established in 1996 by Mr. Sanjay Agarwal, a first-generation entrepreneur, AU SFB boasts of a 28 years-legacy with deep understanding of the rural and semi-urban markets and customer segments. The Bank operates a sustainable business model that facilitates credit to the unserved and underserved retail and MSME customer segments while providing complete banking solutions to its deposit and branch banking customers. As a tech-led Bank, AU has a strong digital presence with innovative products and services like 24x7 video banking, credit card, personal loan, UPI QRs, payments, merchant lending, WhatsApp Banking, Chatbot etc. and its digital bank application AU0101 remains among the highest rated banking apps in India.

The Bank operates from 1,049 banking touchpoints across 21 States & 3 Union Territories serving 46.8 Lac customers with an employee base of 28,904 employees. As on 31st Dec'23, the Bank has a net worth of ₹12,167 Crore, deposit base of ₹80,120 Crore, Gross Advance of ₹67,624 Crore and a Balance sheet size of



₹1,01,176 Crore. AU SFB enjoys the trust of marquee investors and is listed at both NSE and BSE. It has consistently maintained high external credit Rating and is presently rated 'AA/Stable' by CRISIL, CARE Ratings and India Ratings, while the Bank's FD is rated 'AA+/Stable' from CRISIL Ratings.

For more information, please visit the company's website: www.aubank.in | Twitter: [@aubankindia](https://twitter.com/aubankindia) | Facebook: [AU Small Finance Bank](https://www.facebook.com/AU Small Finance Bank) | LinkedIn: [AU Bank](https://www.linkedin.com/company/AU Bank)

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