

Au Small Finance Bank Limited

Dividend Distribution Policy

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1. Regulatory Requirements:

The Bank can declare dividend only after ensuring compliance with the Banking Regulation Act, 1949, various regulatory guidelines on dividend declaration issued by RBI from time to time and the provisions of the Companies Act, 2013, the Rules made thereunder and in line with the Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended to the extent applicable to the banking companies.

As per Regulation 43A of Listing Regulations

(1) *"The top One Thousand listed entities based on market capitalization (calculated as on March 31 of every financial year) shall formulate a dividend distribution policy which shall be disclosed on the website of the Bank and a web-link shall also be provided in its annual reports.*

(2) *The dividend distribution policy shall include the following parameters:*

- (a) the circumstances under which the shareholders of the listed entities may or may not expect dividend;*
- (b) the financial parameters that shall be considered while declaring dividend;*
- (c) internal and external factors that shall be considered for declaration of dividend;*
- (d) policy as to how the retained earnings shall be utilized; and*
- (e) parameters that shall be adopted with regard to various classes of shares:*

Provided that if the listed entity proposes to declare dividend on the basis of parameters in addition to clauses (a) to (e) or proposes to change such additional parameters or the dividend distribution policy contained in any of the parameters, it shall disclose such changes along with the rationale for the same in its annual report and on its website."

2. Objectives:

The objective of the Dividend Distribution Policy of the Bank is to reward its shareholders by sharing a portion of the profits, whilst also ensuring that sufficient funds are retained for growth of the Bank. The Bank would ensure to strike the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes. The Board of Directors shall refer to this policy while declaring/ recommending dividends on behalf of the Bank.

3. Principles for dividend declaration:

The Board will consider the following factors while making any recommendation for dividend:

- Shareholder expectations
- Profits earned during the financial year.
- Past dividend trends.
- Optimal Capital Adequacy Ratio (CAR) subject to regulatory minimum of total and Tier I CAR.
- Expected capital requirements for planned growth.
- Additional regulatory requirements of capital in near future (if applicable)
- Cost of raising funds from alternative sources
- Reinvestment opportunities
- Any applicable criteria from legal or regulatory frameworks.

The objective of the Policy is to appropriately reward shareholders through dividends while retaining the capital required for supporting future growth. The retained earnings of the Bank are expected to be used across general corporate purposes, including organic and inorganic growth. Since the Bank has only one class of equity shareholders, the dividend declared will be distributed equally among all the shareholders, based on their shareholding on the record date.

4. Category of Dividends:

The Companies Act provides for two forms of Dividend- Final & Interim. The Board of Directors shall have the power to recommend final dividend to the shareholders for their approval in the general meeting of the Bank. The Board of Directors shall have the absolute power to declare interim dividend during the financial year, as and when they consider it fit.

5. Process for approval of Payment of Final Dividend:

Board to recommend quantum of final dividend payable to shareholders in its meeting in line with applicable laws and rules prescribed thereof, based on the profits arrived at as per the audited financial statements and post Shareholders approval for Dividend in the Annual General Meeting, the same shall be declared as per applicable requirements.

6. Process for approval of Payment of Interim Dividend:

Board may declare Interim Dividend, one or more times in a financial year, at its complete discretion in line with applicable laws and rules prescribed thereof, basis profits arrived at as per quarterly (or half-yearly) financial statements.

7. Circumstances under which the shareholders may or may not expect dividend:

The Equity Shareholders of the Bank may expect dividend only if the Bank is having surplus funds after providing all expenses, depreciation etc. and complying all other statutory requirements of the Companies Act, 2013. Bank's expansion plan and need for maintaining the Capital Adequacy Ratio at healthy level in view of regulatory requirements shall be key determining factors for declaration of dividend or non-declaration of dividend in any year.

The Board of the Bank may vary the level of dividend or not recommend any dividend based on the capital and reserves position of the Bank. The Board may recommend lower or no dividends if it is of the view that there is a need to conserve capital. The Board may recommend higher dividends, subject to applicable regulations, if the capital and reserves position supports a higher distribution to the shareholders.

8. The financial parameters that shall be considered while declaring dividend:

Pursuant to the provisions of the Companies Act, 2013, dividend shall be declared or paid only out of:

- (i) Current financial year's profit:
 - a) after providing for depreciation in accordance with law;
 - b) after transferring to reserves such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion.
- (ii) The profits for any previous financial year(s):
 - a) after providing for depreciation in accordance with law;
 - b) remaining undistributed; or
- (iii) out of i) & ii) both.

In computing the above, the Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in law or rules or accounting policies or accounting standards (iv) provisions or write offs on account of impairment in investments (long term or short term) (v) non-cash charges pertaining to amortisation or ESOP or resulting from change in accounting policies or accounting standards.

9. Eligibility criteria for declaration of dividend

Bank shall comply with the following minimum prudential requirements, would be eligible to declare dividends:

- (i) The bank should have:
 - CRAR shall be minimum as applicable to Small Finance Bank(s) for preceding two completed years and the accounting year for which it proposes to declare dividend.
 - Net NPA less than 7 %.

In case bank does not meet the above CRAR norm but is having a CRAR at level prescribed for Small Finance Bank(s) for the accounting year for which it proposes to declare dividend, it would be eligible to declare dividend provided its Net NPA ratio is less than 5%.
- (ii) The bank should comply with the provisions of Sections 15 and 17 of the Banking Regulation Act, 1949.
- (iii) The bank should comply with the prevailing regulations/ guidelines issued by RBI, including creating adequate provisions for impairment of assets and staff retirement benefits, transfer of profits to Statutory Reserves etc.
- (iv) The proposed dividend should be payable out of the current year's profit.
- (v) The Reserve Bank should not have placed any explicit restrictions on the bank for declaration of dividends.

10. Quantum of dividend payable

Bank if fulfilling the eligibility criteria set out at earlier paragraph, may declare and pay dividends, subject to the following:

- i. The dividend pay-out ratio shall not exceed 40 % and shall be as per the matrix furnished in RBI circular on Declaration of dividend by Banks dated May 04, 2005 subject to conditions as applicable to Small Finance Banks. [Dividend pay-out ratio shall be calculated as a percentage of 'dividend payable in a year' to 'net profit during the year'.]
- ii. In case the profit for the relevant period includes any extra-ordinary profits/ income, the pay-out ratio shall be computed after excluding such extra-ordinary items for reckoning compliance with the prudential pay-out ratio.
- iii. The financial statements pertaining to the financial year for which the bank is declaring a dividend should be free of any qualifications by the statutory auditors, which have an adverse bearing on the profit during that year. In case of any qualification to that effect, the net profit should be suitably adjusted while computing the dividend pay-out ratio.

11. Internal and external factors that shall be considered for declaration of dividend:

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. The Board of Directors of the Bank will endeavour to take a decision with an objective to enhance shareholders wealth and market value of the shares. However, the decision regarding pay-out is subject to several factors. The Dividend pay-out decision of any Bank depends upon certain external and internal factors as mentioned below.

External Factors:

State of Economy - in case of uncertain or recessionary economic and business conditions, Board will endeavor to retain larger part of profits to build up reserves to absorb future shocks.

Capital Markets - when the markets are favourable, dividend pay-out can be liberal. However, in case of unfavourable market conditions, Board may resort to a conservative dividend pay-out in order to conserve cash outflows.

Statutory Restrictions - The Board will keep in mind the restrictions imposed by Companies Act and RBI Guidelines with regard to declaration of dividend.

Internal Factors:

Apart from the various external factors aforementioned, the Board will take into account various internal factors while declaring Dividend, which inter alia will include:

- (i) Profits earned during the year;
- (ii) Present & future Capital requirements of the existing businesses;
- (iii) Expansion/ Modernization of existing businesses;
- (iv) Additional investments in subsidiaries/associates of the Bank, if any;
- (v) Fresh investments into external businesses;
- (vi) Any interim dividend paid;
- (vii) Tax implications if any, on distribution of dividends;
- (viii) Any other factor as deemed fit by the Board.

12. Utilisation of retained earnings :

The profits earned by the Bank can both be retained in business and used for acquisitions, expansion or diversification, or it can be distributed to the shareholders. The Bank may choose to retain a part of its profits and distribute the balance among its shareholders as dividend. This Policy aims to reconcile between two ends.

13. Manner of Payment of dividend:

As per Regulation 12 of Listing Regulations, the Bank shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of the dividends. Where it is not possible to use electronic mode of payment, 'payable-at-par' warrants or cheques may be issued.

Further, where the amount payable as dividend exceeds one thousand and five hundred rupees, the 'payable-at-par' warrants or cheques shall be sent by speed post.

14. Reporting System

Banks shall report details of dividend declared during the accounting year as per the proforma furnished in Annex 2 of RBI circular on Declaration of dividend by Banks dated May 04, 2005. The report shall be furnished within a fortnight after declaration of dividends.

15. Income Tax on Dividend:

In terms of the provisions of the Income-tax Act, 1961, dividend paid or distributed by a Company is taxable in the hands of the shareholders. Therefore, the Bank shall deduct tax at source at the time of payment of dividend to its shareholders as per applicable provisions.

16. Policy Review and Updates:

This Policy will be reviewed annually and placed before the Board of Directors of the Bank. The Policy will also be subject to amendments necessitated due to changes in laws, rules, and regulations as and when required. The said Policy will be hosted on the website of the Bank and the same would be disclosed in the Annual Report of the Bank. Information on dividends paid in the last five years including dividend yield and pay-out ratio will be made available on the Bank’s website.

17. Policy Amendment Authority: Key owners responsible for Policy amendments are as follows:

Policy Owners	Role
Chief Financial Officer	Responsible for implementation of Policy. Responsible for ensuring the policy is reviewed annually

18. Policy Authorisation

This Policy has been approved by the Board of Directors of AU Small Finance Bank Limited

References:

- a) The Companies act 2013 regarding Declaration of Dividend
- b) Banking Regulation Act, 1949
- c) RBI circular on Dividend Declaration by Banks - RBI/2004-05/451 DBOD.NO.BP.BC. 88 / 21.02.067 / 2004-05 dated May, 04, 2005
- d) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- e) Income Tax Act, 1961, as amended.