CL/MUM/22-23/DEB/449

July 25th, 2022

To,
AU Small Finance Bank Limited
CP3-235, Industrial Area, Apparel Park,
RIICO Area, Sitapura Jaipur 302022 RJ IN

Dear Sir/Madam,

Consent to act as Trustee for Unsecured, Unlisted, Subordinated, Redeemable Non-Convertible Lower Tier II Bonds in the form of Non-Convertible Debentures aggregating upto INR 700 Crores to be issued by your Company.

This is with reference to the discussions in respect of appointment of Catalyst Trusteeship Limited (CTL) [Formerly GDA Trusteeship Limited] to act as Debenture Trustee for the Unsecured, Unlisted Subordinated, Redeemable Non-Convertible Lower Tier II Bonds in the form of Non-Convertible Debentures aggregating upto Rs. 700 Crores. In this connection, we are agreeable to act as Trustee on the following trusteeship remuneration:

Acceptance fees	:	Rs. 3,50,000 /- (one-time non-refundable payment payable on our appointment);
Service Charges	:	Rs. 5,25,000/- p.a. payable annually on 1st April every year.

All out of pocket expenses incurred towards legal fees, travelling, inspection charges, etc shall be levied and re-imbursed on actual basis.

Yours faithfully,

For **Catalyst Trusteeship Limited**

Authorized Signatory

We Accept the above terms
For **AU Small Finance Bank Limited**

AU Small Finance Bank Limited Mumbai

Authorized Signatory

NOTE: As per GST guidelines, CTL would be required to pay the applicable Service Tax on the amounts / charges payable to us as indicated above. Please note that the Company would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.

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The Company and the Trustee shall enter into relevant trustee agreements and other necessary documents for the aforesaid issue of NCDs and term loans and also agrees & undertakes to comply with the provisions of the SEBI (Debenture Trustees) Regulations, 1993, the Companies Act, 2013 and any other applicable statutes, regulations and provisions as amended from time to time.

We are also agreeable for inclusion of our name as trustees in the Company's offer document/disclosure document/ listing application/any other document to be filed with the Stock Exchange(s) or any other authority as required.

Yours faithfully,

For **Catalyst Trusteeship Limited**

Authorized Signatory

We Accept the above terms
For **AU Small Finance Bank Limited**

Authorized Signatory