

April 08, 2024

BSE Limited
P.J. Towers,
Dalal Street,
Mumbai- 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code: 543386

Symbol: FINOPB

Dear Sir/Madam,

Sub: Declaration of voting results of the Postal Ballot through Electronic Voting process in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and submission of Scrutinizer’s report

We refer to our letter dated March 07, 2024 intimating about the Postal Ballot Notice dated February 26, 2024 (“**Notice**”), pursuant to which we would like to inform that the process of seeking approval of the members of the Fino Payments Bank Limited (“**Bank**”) for the following business items by way of Postal Ballot through Electronic Voting process (“**e-Voting**”) has been completed:

Item No.	Resolution Type	Resolution
1.	Special	Payment of remuneration to Mr. Rishi Gupta, Managing Director & CEO (“M.D. & CEO”) (DIN: 01433190) of the Bank for the FY 2022-23
2.	Special	Appointment of Mrs. Anita Sudhir Pai (DIN: 07651059) as an Independent Director of the Bank
3.	Ordinary	Payment of fixed remuneration to Non- Executive Independent Directors of the Bank (excluding Part-time Chairperson)
4.	Ordinary	Payment of fixed remuneration to the Part-time Chairperson of the Bank

The Board of Directors of the Company had appointed Mr. Tribhuvneshwar Kaushik, Partner of M/s Kaushik Joshi & Co., Practising Company Secretaries as the scrutinizer to conduct the process of the above-mentioned e-Voting in a fair and transparent manner (“**Scrutinizer**”).

Pursuant to Regulation 44(3) of the SEBI Listing Regulations and as per the provisions of the Companies Act, 2013, the aforesaid resolutions have been passed by the members of the Bank with requisite majority. The last date specified for e-Voting i.e. Sunday, April 07, 2024, has been considered as the date of the approval of the resolutions. In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44(3) of the SEBI Listing Regulations in the prescribed format; and
2. The report issued by Scrutinizer dated April 08, 2024 (“**Scrutinizer’s report**”).

The results along with the Scrutinizer’s report is available on the Notice Board of the Bank at its registered office, Bank’s website i.e. www.finobank.com and on the website of National Securities Depository Limited i.e. <https://www.evoting.nsdl.com>.

Kindly take the same on record.

Thanking You,
Yours faithfully,
For Fino Payments Bank Limited

Basavraj Loni
Company Secretary & Compliance Officer
Place: Navi Mumbai

Encl: a/a

Fino Payments Bank Limited

Registered Office: Mindspace Juinagar, Plot No Gen 2/1/F, Tower 1, 8th Floor, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai - 400 706 | CIN: L65100MH2007PLC171959 | Tel: (+91 22) 7104 7000 | Website: www.finobank.com | Email: cs@finobank.com

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of Remuneration to Mr. Rishi Gupta, Managing Director & CEO (DIN: 01433190) for the financial year 2022-23				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62411997	21635718	34.6660	21635718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		62411997	21635718	34.6660	21635718	0	100.0000
Public-Institutions	E-Voting	9039867	8286607	91.6674	8286479	128	99.9985	0.0015
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		9039867	8286607	91.6674	8286479	128	99.9985
Public-Non Institutions	E-Voting	11762438	516298	4.3894	510558	5740	98.8882	1.1118
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11762438	516298	4.3894	510558	5740	98.8882
Total	Total	83214302	30438623	36.5786	30432755	5868	99.9807	0.0193
Whether resolution is Pass or Not.							Yes	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Anita Sudhir Pai (DIN: 07651059) as an Independent Director of the Bank				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62411997	21635718	34.6660	21635718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		62411997	21635718	34.6660	21635718	0	100.0000
Public-Institutions	E-Voting	9039867	8286607	91.6674	8286607	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		9039867	8286607	91.6674	8286607	0	100.0000
Public-Non Institutions	E-Voting	11762438	516208	4.3886	512475	3733	99.2768	0.7232
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11762438	516208	4.3886	512475	3733	99.2768
Total	Total	83214302	30438533	36.5785	30434800	3733	99.9877	0.0123
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of fixed remuneration to Non- Executive Independent Directors of the Bank (excluding Part- Time Chairperson)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62411997	21635718	34.6660	21635718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		62411997	21635718	34.6660	21635718	0	100.0000
Public-Institutions	E-Voting	9039867	8286607	91.6674	8286607	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		9039867	8286607	91.6674	8286607	0	100.0000
Public-Non Institutions	E-Voting	11762438	516047	4.3872	509764	6283	98.7825	1.2175
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11762438	516047	4.3872	509764	6283	98.7825
Total	Total	83214302	30438372	36.5783	30432089	6283	99.9794	0.0206
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of fixed remuneration to the Part-time Chairperson of the Bank				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62411997	21635718	34.6660	21635718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		62411997	21635718	34.6660	21635718	0	100.0000
Public-Institutions	E-Voting	9039867	8286607	91.6674	8286607	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		9039867	8286607	91.6674	8286607	0	100.0000
Public-Non Institutions	E-Voting	11762438	516168	4.3883	509503	6665	98.7088	1.2912
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11762438	516168	4.3883	509503	6665	98.7088
Total	Total	83214302	30438493	36.5784	30431828	6665	99.9781	0.0219
Whether resolution is Pass or Not.							Yes	

Fino Payments Bank Limited

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Report of Scrutinizer for voting on Postal Ballot

To,
Mr. Basavraj Loni,
Company Secretary
FINO PAYMENTS BANK LIMITED
MindSPACE Juinagar, 8th Floor, Plot No. Gen 2/1/F,
Tower 1, TTC Industrial Area,
MIDC Shirwane, Juinagar,
Navi Mumbai - 400706

Scrutinizer's Report on voting for Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, **Tribhuvneshwar Kaushik** Partner of M/s Kaushik Joshi & Co., appointed by the Board of Directors of **Fino Payments Bank Limited ("the Bank")** as the scrutinizer for the resolution(s) to be passed through Postal Ballot notice dated February 26, 2024. At the outset, I would like to thank you for entrusting me with the task of scrutinizer pursuant to the provisions of section 110 of the Companies Act, 2013 ("**the Act**") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

(1) We submit our report as under:

- 1.1 The postal ballot is conducted in accordance with the provisions of Section 110 read with Section 108 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, ("**Rules**") (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the "**MCA Circulars**"), to transact the special business as set out hereunder by passing Ordinary / Special resolution by the Members of the Bank through Postal Ballot via remote e-voting ("**e-Voting**").
- 1.2 The Bank completed the **dispatching / e-mailing** of the Postal Ballot Notice **on Thursday, March 07, 2024** to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on **Friday, March 01, 2024** maintained by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and who have registered their email address with the Bank/Depositories.

- 1.3 In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on remote e-Voting, the Bank had engaged the services of NSDL for facilitating the remote e-Voting to enable the Members to cast their votes electronically on the designated website www.evoting.nsdl.com of NSDL.
- 1.4 **Total No. of votes based on Paid Up Capital** of the Bank as on **March 01, 2024** were **8,32,14,302**.
- 1.5 Date of **Public Announcement** with respect to completion of dispatch of Postal ballot Notice in three (3) newspapers **was made on March 08, 2024** in **Financial Express & The Free Press Journal in English** and **Navshakti in Marathi**.
- 1.6 The remote e-voting **commenced on Saturday, March 09, 2024 at 9.00 a.m. (IST)** and **ended on Sunday, April 07, 2024 at 5.00 p.m. (IST)**.
- 1.7 **Particulars of remote e-voting** of the Postal Ballot through e-voting process from the members **have been maintained electronically** to record the assent or dissent received.
- 1.8 The **e-voting was blocked at 5:00 pm (IST) on Sunday, April 07, 2024** and the e-voting summary statement was thereafter downloaded from the NSDL's e-voting website on **April 08, 2024 at 10:27 am** in presence of two witnesses not in employment of the Bank.
- 1.9 The Management of the Bank is responsible to ensure compliance with the requirements of the Act, the Rules and the MCA Circulars relating to remote e-voting and voting through postal ballot form on the Resolutions contained in the notice of Postal Ballot.
- 1.10 My responsibility as scrutinizer for the voting through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution.

(2) **A summary of the Postal Ballot votes cast through electronically is given below:**

1. Payment of remuneration to Mr. Rishi Gupta, Managing Director & CEO ("M.D. & CEO") (DIN: 01433190) of the Bank for the FY 2022-23

SPECIAL RESOLUTION:

(i) Voted **in favour** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
292	3,04,32,755	99.98%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
91	5,868	0.02%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total valid votes cast: 3,04,38,623 – 100.00%
 % of total votes cast in favor of the Resolution: 3,04,32,755 – 99.98%
 % of total votes cast against the Resolution: 5,868 – 0.02%

Resolution passed with requisite majority.

2. Appointment of Mrs. Anita Sudhir Pai (DIN: 07651059) as an Independent Director of the Bank

SPECIAL RESOLUTION:

(i) Voted **in favour** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
311	3,04,34,800	99.99%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
68	3,733	0.01%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total valid votes cast: 3,04,38,533 – 100.00%
% of total votes cast in favor of the Resolution: 3,04,34,800 – 99.99%
% of total votes cast against the Resolution: 3,733 – 0.01%

Resolution passed with requisite majority.

3. Payment of fixed remuneration to Non-Executive Independent Directors of the Bank (excluding Part-time Chairperson)

ORDINARY RESOLUTION:

(i) Voted **in favour** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
290	3,04,32,089	99.98%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
86	6,283	0.02%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total valid votes cast: 3,04,38,372 – 100.00%
% of total votes cast in favor of the Resolution: 3,04,32,089 – 99.98%
% of total votes cast against the Resolution: 6,283 – 0.02%

Resolution passed with requisite majority.

4. Payment of fixed remuneration to the Part-time Chairperson of the Bank

ORDINARY RESOLUTION:

(i) Voted **in favour** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
290	3,04,31,828	99.98%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
88	6,665	0.02%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total valid votes cast: 3,04,38,493 – 100.00%

% of total votes cast in favor of the Resolution: 3,04,31,828 – 99.98%

% of total votes cast against the Resolution: 6,665 – 0.02%

Resolution passed with requisite majority.

(3) In view of the above results, I hereby certify that the special resolutions proposed at item no. 1 & 2 and ordinary resolutions proposed at item no. 3 & 4 of the Postal Ballot Notice dated February 26, 2024 have been passed with requisite majority.

(4) You may accordingly declare the results of the voting by postal ballot.

For Kaushik Joshi & Co.
Company Secretaries

TRIBHUWNESHWAR
BHUWNESHWAR
KAUSHIK

Digitally signed by
TRIBHUWNESHWAR
BHUWNESHWAR KAUSHIK
Date: 2024.04.08 16:08:02 +05'30'

Tribhuwneshwar Kaushik – Partner
M. No. F10607
COP NO. 16207
UDIN: F010607F000059172
Place : Mumbai
Date : April 08, 2024

For Fino Payments Bank Limited

Basavraj Loni
Company Secretary & Compliance Officer