

September 30, 2022

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai- 400 001
(Scrip Code: 543386)

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

Dear Sir/Madam,

Sub: Scrutinizer's Report and Results of e-voting at the 6th Annual General Meeting ("AGM") and remote e-voting on Resolutions of Fino Payments Bank Limited ("the Bank")

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby enclosed the results of the e-voting at the 6th AGM of the Bank held on September 29, 2022 through Video-Conferencing means, as well as the results of the Remote e-voting conducted for all resolutions as specified in the Notice of the 6th AGM dated July 27, 2022.

All the resolutions proposed at the AGM were passed with requisite majority. The report of, Mr.Tribhuwneshwar Kaushik of M/s. Kaushik Joshi & Co., Practicing Company Secretaries, the Scrutinizer, is enclosed herewith.

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

(CIN: L65100MH2007PLC171959)

Registered Office: Mindspace Juinagar, 8th Floor, Plot No. Gen 2/1/E, Tower 1, TTC
Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai, Thane - 400706.

CONSOLIDATED SCRUTINIZER'S **REPORT**

ON

THE E-VOTING PROCESS (REMOTE E-VOTING) AND
ELECTRONIC VOTING (E-VOTING) CONDUCTED AT
THE 6TH ANNUAL GENERAL MEETING OF FINO
PAYMENTS BANK LIMITED HELD THROUGH VIDEO
CONFERENCING ("VC") ON THURSDAY, SEPTEMBER 29,
2022

REPORT OF THE SCRUTINISER

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies
(Management and Administration) Rules, 2014 as amended]**

To,
Mr. Basavraj Loni
Company Secretary
Fino Payments Bank Limited

6th Annual General Meeting of the Members of Fino Payments Bank Limited held on
Thursday, September 29, 2022 at 12:00 Noon (IST) through Video Conferencing ("VC")

Dear Sir,

I, **Tribhawneshwar Kaushik**, Partner of **Kaushik Joshi & Co.**, Company Secretaries, having Office at 205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097, appointed by the Board of **FINO PAYMENTS BANK LIMITED** ("the Bank") as the Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) conducted at the 6th Annual General Meeting ("AGM") pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the 6th AGM of the Bank held *through Video Conferencing* ("VC") on Thursday, September 29, 2022 at 12:00 noon (IST). I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I submit report as under:

- a) The AGM is held in compliance with the MCA General Circular No. 2/2022 dated May 5, 2022 read with General Circular Nos. 20/2020 dated May 5, 2020, Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 02/2021 dated 13.01.2021 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 regarding holding of the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Bank, the Notice of the AGM along with the Annual Report 2021-22 has been sent on September 07, 2022 only through electronic mode to those Members whose e-mail addresses were registered with the Bank, Registrar and Transfer Agents ("RTA") or Central Depository Services ("CDSL") / National Securities Depository Limited("NSDL") ("Depositories").

KAUSHIK JOSHI & Co.

Company Secretaries

205, 2nd Floor, Nadiadwala Market,
Poddar Road, Malad (East), Mumbai-
400097

Peer Review Certificate No. 1417/2021

Mob: 09819416783/09323979978

Email: cskaushikjoshi@gmail.com

- b) Pursuant to MCA Circulars, Public Notice was published on September 08, 2022 in 'Free Press Journal' and 'Financial Express' (English Newspapers) and in Navshakti (Marathi Newspaper) specifying the date, time of the AGM, manner in which the Members can attend the AGM and confirming the dispatch of the Notice.
- c) The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-voting and the electronic voting provided at the AGM) to the Members on the resolutions proposed in the Notice calling the 6th AGM of the Bank is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of the AGM and render a consolidated scrutinizer's report on the voting to the Managing Director & CEO or Company Secretary on the said resolutions.
- d) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by NSDL
- e) The Members of the Bank as on the "cut-off" date i.e. Thursday, September 22, 2022 were entitled to vote on the resolution no's 1 to 5 as set out in the notice of AGM.
- f) The remote e-voting period commenced on Monday, September 26, 2022 at 09:00 a.m. (IST) and concluded on Wednesday, September 28, 2022 at 5:00 p.m. (IST) and the NSDL remote e-Voting portal was blocked thereafter.
- g) At the 6th AGM of the Bank held on Thursday, September 29, 2022, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC but could not participate in the remote e-Voting to record their votes on the resolutions to be passed. The said e-voting facility was made available for 30 mins post conclusion of the AGM.
- h) After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Thursday, September 29, 2022 around 1.33 p.m. in the presence of two witnesses who are not in the employment of the Bank.
- i) *I hereby submit a consolidated scrutinizer's report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 6th AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein by equity shareholders based on the data downloaded from the electronic voting system of NSDL.*
- j) The results of the remote e-Voting together with that of the voting through electronic voting system conducted at the AGM through VC are as under:

1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION

To receive, consider and adopt the audited financial statements of the Bank for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	296	21779386	99.536
Electronic voting at the AGM	5	101075	0.462
TOTAL	301	21880461	99.998

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	14	540	0.002
Electronic voting at the AGM	0	0	0
TOTAL	14	540	0.002

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

Total Number of Votes cast : 21881001 100.000%
In favour : 21880461 99.998%
Against : 540 00.002%

2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION

To appoint a director in place of Mr. Rishi Gupta (DIN: 01433190), who retires by rotation and being eligible, offers himself for re-appointment.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	280	21542445	98.477
Electronic voting at the AGM	5	101075	0.462
TOTAL	285	21643520	98.939

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	29	232146	1.061
Electronic voting at the AGM	0	0	0
TOTAL	29	232146	1.061

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

Total Number of Votes cast : 21875666 100.000%
In favour : 21643520 98.939%
Against : 232146 1.061%

3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION

To appoint and fix remuneration of M/s. A P Sanzgiri & Co, as Statutory Central Auditors of the Bank, for a period of one (1) year

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	283	21779003	99.534
Electronic voting at the AGM	5	101075	0.462
TOTAL	288	21880078	99.996

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	26	898	0.004
Electronic voting at the AGM	0	0	0
TOTAL	26	898	0.004

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid /	Total number of votes cast by them
Remote e-Voting	0	0
*Electronic voting at the AGM	0	0
TOTAL	0	0

Total Number of Votes cast : 21880976 100.000%
In favour : 21880078 99.996%
Against : 898 0.004%

4. RESOLUTION NO. 4 AS AN ORDINARY RESOLUTION

To re-appoint Mr. Rishi Gupta (DIN: 01433190) as Managing Director and CEO of the Bank for a period of three consecutive years with effect from May 02, 2023 to May 01, 2026 (both days inclusive)

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	276	21542329	98.476
Electronic voting at the AGM	5	101075	0.462
TOTAL	281	21643404	98.938

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	32	232247	1.062
Electronic voting at the AGM	0	0	0
TOTAL	32	232247	1.062

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

Total Number of Votes cast : 21875651 100.000%
In favour : 21643404 98.938%
Against : 232247 1.062%

KAUSHIK JOSHI & Co.
Company Secretaries

205, 2nd Floor, Nadiadwala Market,
Poddar Road, Malad (East), Mumbai-
400097
Peer Review Certificate No. 1417/2021
Mob: 09819416783/09323979978
Email: cskaushikjoshi@gmail.com

Based on the foregoing, the Resolution No.(s) 1 to 5 have been passed with the requisite majority.

All the relevant records of voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 6th Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Bank for safe keeping.

Thanking You,

Sincerely,

For KAUSHIK JOSHI & CO.
Company Secretaries

Tribhuwneshwar Kaushik
Partner
Membership No FCS 10607
CP No. 16207
[UDIN: F010607D001100157]

Place: Mumbai

Date: September 30, 2022

“Counter Signed”

For Fino Payments Bank Limited

Basavraj Loni
Company Secretary

		FINO PAYMENTS BANK LIMITED								
Date of the AGM/EGM		29-09-2022								
Total number of shareholders on record date		84146								
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:		Not Applicable								
Public:		Not Applicable								
No. of Shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:		1								
Public:		63								
Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statements of the Bank for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,24,11,997	83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,44,32,208	1,34,21,954	93.0000	1,34,21,954	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,34,21,954	93	1,34,21,954	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	63,70,097	36,542	0.5736	36,002	540	98.5222	1.4777	0	0
	Poll		1,01,075	1.5867	1,01,075	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,37,617	2.1603	1,37,077	540	99.6076	0.3924	0	0
Total		8,32,14,302	2,18,81,001	26.2948	2,18,80,461	540	99.9975	0.0025	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Mr. Rishi Gupta (DIN: 01433190), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,24,11,997	83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,44,32,208	1,34,21,954	93.0000	1,31,90,704	2,31,250	98.2770	1.7229	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,34,21,954	93	1,31,90,704	2,31,250	98.2771	1.7229	0	0
Public- Non Institutions	E-Voting	63,70,097	31,207	0.4899	30,311	896	97.1288	2.8711	0	0
	Poll		1,01,075	1.5867	1,01,075	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,32,282	2.0766	1,31,386	896	99.3227	0.6773	0	0
Total		8,32,14,302	2,18,75,666	26.2883	2,16,43,520	2,32,146	98.9388	1.0612	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint and fix remuneration of M/s. A P Sanzgiri & Co, as Statutory Central Auditors of the Bank, for a period of one (1) year.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,24,11,997	83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,44,32,208	1,34,21,954	93.0000	1,34,21,954	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,34,21,954	93	1,34,21,954	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	63,70,097	36,517	0.5733	35,619	898	97.5408	2.4591	0	0
	Poll		1,01,075	1.5867	1,01,075	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,37,592	2.16	1,36,694	898	99.3473	0.6527	0	0
Total		8,32,14,302	2,18,80,976	26.2947	2,18,80,078	898	99.9959	0.0041	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Mr. Rishi Gupta (DIN: 01433190) as Managing Director and CEO of the Bank for a period of three consecutive years with effect from May 02, 2023 to May 01, 2026 (both days inclusive)									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,24,11,997	83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,44,32,208	1,34,21,954	93.0000	1,31,90,704	2,31,250	98.2770	1.7229	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,34,21,954	93	1,31,90,704	2,31,250	98.2771	1.7229	0	0
Public- Non Institutions	E-Voting	63,70,097	31,192	0.4897	30,195	997	96.8036	3.1963	0	0
	Poll		1,01,075	1.5867	1,01,075	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,32,267	2.0764	1,31,270	997	99.2462	0.7538	0	0
Total	8,32,14,302		2,18,75,651	26.2883	2,16,43,404	2,32,247	98.9383	1.0617	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Mr. Rakesh Bhartia (DIN: 00877865) as an Independent Director of the Bank									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,24,11,997	83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,44,32,208	1,34,21,954	93.0000	1,31,90,704	2,31,250	98.2770	1.7229	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,34,21,954	93	1,31,90,704	2,31,250	98.2771	1.7229	0	0
Public- Non Institutions	E-Voting	63,70,097	36,517	0.5733	35,582	935	97.4395	2.5604	0	0
	Poll		1,01,075	1.5867	1,01,075	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,37,592	2.16	1,36,657	935	99.3205	0.6795	0	0
Total	8,32,14,302		2,18,80,976	26.2947	2,16,48,791	2,32,185	98.9389	1.0611	0	0