

<b>General information about company</b>	
Scrip code	543386
NSE Symbol	FINOPB
MSEI Symbol	NA
ISIN	INE02NC01014
Name of the entity	Fino Payments Bank Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

### Annexure I

#### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory      Textual Information(1)

Whether the listed entity has a Regular Chairperson		Yes		Whether Chairperson is related to MD or CEO		No		Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Rakesh Bhartia	ADGPB7715C	00877865	Non-Executive - Independent Director	Chairperson		26-02-1969	No				Active	NA		27-07-2022	27-07-2022		8.05	2	2	3	3		
2	Mr	Suresh Kumar Jain	ABPPJ6016P	05103064	Non-Executive - Independent Director	Not Applicable		05-05-1954	No				Active	NA		16-01-2019	16-01-2019		50.16	2	2	4	1		
3	Mrs	Deena Asit Mehta	AABPM6683L	00168992	Non-Executive - Independent Director	Not Applicable		18-02-1961	No				Active	NA		19-03-2020	19-03-2020		35.13	2	1	3	2		
4	Mr	Rajat Kumar Jain	AAAAPJ2678M	00046053	Non-Executive - Independent Director	Not Applicable		13-09-1963	No				Active	NA		02-11-2020	02-11-2020		28.3	2	2	1	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Prakash Kulathu Iyer	AAFP13992L	00529591	Non-Executive - Independent Director	Not Applicable		15-03-1962	No				Active	NA		01-06-2022	01-06-2022		10	1	1	1	0		
6	Mr	Prateek Roongta	ADWPR9439B	00622797	Non-Executive - Nominee Director	Not Applicable		28-05-1977	No				Active	NA		31-10-2022				1	0	0	0		
7	Mr	Avijit Saha	AMEPS3062L	05102009	Non-Executive - Nominee Director	Not Applicable		31-12-1968	No				Active	NA		18-05-2018		02-03-2023		0	0	0	0		
8	Mr	Rishi Gupta	AAPPG6986J	01433190	Executive Director	Not Applicable	CEO-MD	26-01-1969	No				Active	NA		23-06-2007	20-05-2020		34.12	1	0	1	0		

**Text Block**

Textual Information(1)

The Board has approved appointment of Mr. Rakesh Bhartia, Independent Director of the Bank as Part-time Chairman, subject to approval of RBI, with effect from the date of approval of RBI. The Bank is awaiting for RBI approval.

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00168992	Deena Asit Mehta	Non-Executive - Independent Director	Chairperson	15-05-2020		
2	05103064	Suresh Kumar Jain	Non-Executive - Independent Director	Member	22-05-2019		
3	00529591	Prakash Kulathu Iyer	Non-Executive - Independent Director	Member	09-12-2022		
4	05102009	Avijit Saha	Non-Executive - Nominee Director	Member	06-08-2018	02-03-2023	

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00529591	Prakash Kulathu Iyer	Non-Executive - Independent Director	Chairperson	25-07-2022		Textual Information(1)
2	00046053	Rajat Kumar Jain	Non-Executive - Independent Director	Member	11-05-2022		
3	00877865	Rakesh Bhartia	Non-Executive - Independent Director	Member	09-12-2022		
4	00622797	Prateek Roongta	Non-Executive - Nominee Director	Member	09-12-2022		

**Sr Text Block**

Textual Information(1)

Mr. Prakash Kulathu Iyer was appointed as a Member on 25.07.2022 and was redesignated as a Chairperson on 09.12.2022

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00877865	Rakesh Bhartia	Non-Executive - Independent Director	Chairperson	09-12-2022		
2	05103064	Suresh Kumar Jain	Non-Executive - Independent Director	Member	11-11-2020		Textual Information(1)
3	01433190	Rishi Gupta	Executive Director	Member	02-05-2017		

Sr Text Block	
Textual Information(1)	Mr. Suresh Kumar Jain was a Chairperson till 09.12.2022. Further w.e.f 09.12.2022 he was redesignated as a Member of the committee.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05103064	Suresh Kumar Jain	Non-Executive - Independent Director	Chairperson	22-05-2019		
2	00168992	Deena Asit Mehta	Non-Executive - Independent Director	Member	15-05-2020		
3	00529591	Prakash Kulathu Iyer	Non-Executive - Independent Director	Member	25-07-2022		
4	00622797	Prateek Roongta	Non-Executive - Nominee Director	Member	09-12-2022		
5	01433190	Rishi Gupta	Executive Director	Member	02-05-2017		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01433190	Rishi Gupta	Executive Director	Chairperson	12-05-2022		Textual Information(1)
2	00168992	Deena Asit Mehta	Non-Executive - Independent Director	Member	03-01-2022		Textual Information(2)
3	00529591	Prakash Kulathu Iyer	Non-Executive - Independent Director	Member	09-12-2022		
4	00877865	Rakesh Bhartia	Non-Executive - Independent Director	Member	09-12-2022		
5	05102009	Avijit Saha	Non-Executive - Nominee Director	Member	11-02-2019	02-03-2023	

**Sr Text Block**

Textual Information(1)	Mr. Rishi Gupta was appointed as a Member on 12.05.2022 and was redesignated as a Chairperson on 09.12.2022
Textual Information(2)	Mrs. Deena Asit Mehta was a Chairperson till 09.12.2022. Further w.e.f 09.12.2022 she was redesignated as a Member of the committee.

**Other Committee**

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	31-10-2022				Yes	9	8	5
2	02-11-2022		1		Yes	8	8	5
3		02-02-2023	91		Yes	8	7	4
4		04-03-2023	29		Yes	7	7	5

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	31-10-2022				Yes	3	3	2	0
2	Audit Committee	02-02-2023	93			Yes	4	3	2	0
3	Nomination and remuneration committee	31-10-2022				Yes	4	3	3	0
4	Nomination and remuneration committee	02-11-2022	1			Yes	3	3	3	0
5	Nomination and remuneration committee	01-02-2023	90			Yes	4	4	3	0
6	Stakeholders Relationship Committee	01-02-2023				Yes	3	3	2	0

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	31-10-2022				Yes	5	5	4	0
8	Risk Management Committee	01-02-2023	92			Yes	5	5	3	0
9	Corporate Social Responsibility Committee	31-10-2022				Yes	3	3	1	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Basavraj Loni
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.finobank.com/investors">https://www.finobank.com/investors</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.finobank.com/uploads/pages/corporate-governance/1661757639_letterofappointment.pdf">https://www.finobank.com/uploads/pages/corporate-governance/1661757639_letterofappointment.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.finobank.com/investors/corporate-governance#committees-of-board">https://www.finobank.com/investors/corporate-governance#committees-of-board</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.finobank.com/uploads/pages/corporate-governance/1661755215_9cocbodsrmanagmentn.pdf">https://www.finobank.com/uploads/pages/corporate-governance/1661755215_9cocbodsrmanagmentn.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.finobank.com/uploads/pages/corporate-governance/1661755269_10vigilanceandwhistleblowerpolicye.pdf">https://www.finobank.com/uploads/pages/corporate-governance/1661755269_10vigilanceandwhistleblowerpolicye.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.finobank.com/uploads/pages/corporate-governance/1661755335_18nrccompensationpolicye.pdf">https://www.finobank.com/uploads/pages/corporate-governance/1661755335_18nrccompensationpolicye.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.finobank.com/uploads/pages/corporate-governance/1661757749_RPTPolicyRevised.pdf">https://www.finobank.com/uploads/pages/corporate-governance/1661757749_RPTPolicyRevised.pdf</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.finobank.com/uploads/pages/corporate-governance/1661869067_FinalFPBFamiliarisationID.pdf">https://www.finobank.com/uploads/pages/corporate-governance/1661869067_FinalFPBFamiliarisationID.pdf</a>

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.finobank.com/investors">https://www.finobank.com/investors</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.finobank.com/investors">https://www.finobank.com/investors</a>
12	Financial results	Yes		<a href="https://www.finobank.com/investors/quarterly-results">https://www.finobank.com/investors/quarterly-results</a>
13	Shareholding pattern	Yes		<a href="https://www.finobank.com/investors/annualhalf-yearly-quarterly-compliances">https://www.finobank.com/investors/annualhalf-yearly-quarterly-compliances</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.finobank.com/investors/investor-analysts-meet-outcome">https://www.finobank.com/investors/investor-analysts-meet-outcome</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.finobank.com/investors/quarterly-results">https://www.finobank.com/investors/quarterly-results</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.finobank.com/investors">https://www.finobank.com/investors</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.finobank.com/uploads/pages/corporate-governance/1661757713_policydeterminationofmaterialityofeventn.pdf">https://www.finobank.com/uploads/pages/corporate-governance/1661757713_policydeterminationofmaterialityofeventn.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.finobank.com/uploads/pages/corporate-governance/1661757567_dividenddistributionpolicy.pdf">https://www.finobank.com/uploads/pages/corporate-governance/1661757567_dividenddistributionpolicy.pdf</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.finobank.com/investors">https://www.finobank.com/investors</a>

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	Basavraj Loni
2	Designation	Company Secretary and Compliance Officer

**Annexure II****III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Basavraj Loni
2	Designation	Company Secretary and Compliance Officer

**Additional Half yearly Disclosure**

Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

**Text Block**

Textual Information(1)	<p>As per SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021 these disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;</p> <p>a) by a government company to/ for the Government or government company</p> <p>b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.</p> <p>c) by a banking company or an insurance company ; and</p> <p>d) by the listed entity to its employees or directors as a part of the service conditions</p> <p>Fino Payments Bank Limited is a Payments Bank, accordingly above circular is not applicable to Fino Payments Bank Limited.</p>
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**Signatory Details**

Name of signatory	Basavraj Loni
Designation of person	Company Secretary and Compliance Officer
Place	Navi Mumbai
Date	18-04-2023