

## Corporate Governance Report for the quarter ended June 30, 2023

General information about company	
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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
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**

Mr. Rakesh Bhartia, Independent Director of the Bank was appointed as Part-time Chairman (PTC), subject to and w.e.f. date of approval of RBI. Since he withdrew his nomination as PTC w.e.f. June 19, 2023, the Bank is in process of appointing a suitable Director as PTC. Further, since NEAPS portal is showing error on selecting 'No' to question whether the listed entity has regular chairperson, the Bank has selected 'Yes' to question whether chairperson is related to MD or CEO, as advised by BSE.

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

No

**Whether Chairperson is related to MD or CEO**

Yes

**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 members in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer	Notes for not providing PAN	Notes for not providing DIN

																				g Regul ation s)	Regu lation 26(1) of Listin g Regu lation s)				
1	M r	Rake sh Bhart ia	AD GP B7 715 C	00 87 78 65	No n- Ex ec uti ve - Ind ep en de nt Dir ect or	Not Appli cable		26- 02- 196 9	No				Activ e	NA		27- 07- 2022	27- 07- 2022		11.0 4	2	2	3	3		
2	M r	Sures h Kum ar Jain	AB PPJ 601 6P	05 10 30 64	No n- Ex ec uti ve - Ind ep en de nt Dir ect or	Not Appli cable		05- 05- 195 4	No				Activ e	NA		16- 01- 2019	16- 01- 2019		53.1 5	2	2	4	1		
3	M r	Deen a Asit Meht	AA BP M6	00 16 89	No n- Ex	Not Appli cable		18- 02- 196	No				Activ e	NA		19- 03- 2020	19- 03- 2020		39.1 2	2	1	4	3		



		gta	439 B	97	ec uti ve - No mi ne e Dir ect or			7																
7	M r	Pank aj Kumar	AF CP K88 51L	07 24 57 81	No n- Ex ec uti ve - No mi ne e Dir ect or	Not Appli cable		22- 11- 196 6	No				Activ e	NA		11- 04- 2023	11- 04- 2023			1	0	0	0	
8	M r	Rishi Gupta	AA PP G6 986 J	01 43 31 90	Ex ec uti ve Dir ect or	Not Appli cable	CEO- MD	26- 01- 196 9	No				Activ e	NA		23- 06- 2007	02- 05- 2023			1	0	1	0	

## COMPOSITION OF COMMITTEES

Corporate Governance

Fino Payments Bank Ltd

Scrip Code :543386

Quarter Ending : June 2023

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory				-			
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	30-06-2023	Mr. Prakash Kulathu Iyer, a member of the Audit Committee of the Bank resigned w.e.f. June 30, 2023. The Bank will take necessary action to reconstitute the Committee in due course.

**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	30-06-2023	-
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	-	-

**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	-	-
3	01433190	Rishi Gupta	Executive Director	Member	02-05-2017	-	-

**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	30-06-2023	-
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	-	-
2	00168992	Deena Asit Mehta	Non-Executive - Independent Director	Member	03-01-2022	-	-
3	00529591	Prakash Kulathu Iyer	Non-Executive - Independent Director	Member	09-12-2022	30-06-2023	-
4	00877865	Rakesh Bhartia	Non-Executive - Independent Director	Member	09-12-2022	-	-

## MEETING OF BOARD OF DIRECTORS

Annexure 1

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					-		
Sr	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)	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	02-02-2023	-	-	Yes	8.00	7	4
2	04-03-2023	29	-	Yes	7.00	7	5
3	20-04-2023	46	-	Yes	8.00	8	5
4	02-05-2023	11	-	Yes	8.00	7	5

## MEETING OF COMMITTEES

Annexure 1

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory

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Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	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	02 Feb 2023	-	-	-	Yes	4	3	2	0
2	Audit Committee	02 May 2023	88	-	-	Yes	3	3	3	0
3	Nomination and remuneration committee	01 Feb 2023	-	-	-	Yes	4	4	3	0
4	Nomination and remuneration committee	29 Apr 2023	86	-	-	Yes	4	3	3	0
5	Stakeholders Relationship Committee	01 Feb 2023	-	-	-	Yes	3	3	2	0
6	Stakeholders Relationship Committee	29 Apr 2023	86	-	-	Yes	3	3	2	0
7	Risk Management Committee	01 Feb 2023	-	-	-	Yes	5	5	3	0
8	Risk Management Committee	29 Apr 2023	86	-	-	Yes	5	4	3	0
9	Corporate Social Responsibility Committee	29 Apr 2023	-	-	-	Yes	4	4	3	0

## RELATED PARTY TRANSACTION

### 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	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

## AFFIRMATIONS

Annexure I		
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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit committee</b>	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination and remuneration committee</b>	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of 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 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
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	Mr. Prakash Kulathu Iyer, a member of the Audit Committee of the Bank resigned w.e.f. June 30, 2023. The Bank will take necessary action to reconstitute the Committee in due course.

## AFFIRMATIONS

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

Signatory Details	
Name of signatory	Basavraj Loni
Designation of person	Company Secretary and Compliance Officer
Place	Navi Mumbai
Date	18-07-2023