



FINO PAYMENTS BANK LIMITED

CIN: L65100MH2007PLC171959

Regd. Office: Mindspace Juinagar, 8th Floor, Plot No. Gen 2/1/F, Tower 1, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai, Thane - 400 706,

Phone: +91 22 7104 7000

E-mail: cs@finobank.com | website: www.finobank.com

NOTICE

NOTICE is hereby given that the Seventh (7th) Annual General Meeting ("AGM") of the Members of Fino Payments Bank Limited ("Bank") will be held on **Monday, September 25, 2023 at 12:00 Noon**, Indian Standard Time ("IST") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), in compliance with the relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Bank for the financial year ended **March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.**
2. To appoint a director in place of **Mr. Rishi Gupta (DIN: 01433190)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint and fix remuneration of **M/s. A P Sanzgiri & Co, as Statutory Central Auditors of the Bank, and in this regard to consider, and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section(s) 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014 and other relevant rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Banking Regulation Act, 1949, applicable rules, circulars and guidelines issued by the Reserve Bank of India ("RBI") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and in terms of approval granted by the RBI vide its letter dated July 25, 2023 for FY 2023-24, M/s. A P Sanzgiri & Co, Chartered Accountants (FRN: 116293W), be and is hereby appointed as the Statutory Central Auditors of the Bank for a period of two (2) consecutive years to hold the office from the conclusion of 7th Annual General Meeting ("AGM") of the Bank until the conclusion of the 9th AGM of the Bank to be held in the year 2025, subject to the approval of the RBI to be obtained by the Bank for FY 2024-25, at an overall fees of ₹57.79 Lakhs per annum for the FY 2023-24 as

approved by the Board of Directors of the Bank ("Board") plus out of pocket expenses, outlays and taxes as applicable, with power to the Board, which shall include Audit Committee, to mutually decide the overall fees for FY 2024-25, and to alter, vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions arising out of change/ increase in scope of work, amendment in Accounting Standards or conditions as may be stipulated by the RBI and/ or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Central Auditors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, which shall include Audit Committee, be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Central Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank."

SPECIAL BUSINESS:

4. To increase the Authorised Share Capital of the Bank and Alteration of Capital Clause of Memorandum of Association of the Bank, and in this regard to consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section(s) 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Reserve Bank of India, if any, and the provisions of the Memorandum and Articles of Association of the Bank, consent of the Members of the Bank be and is hereby accorded for increasing the Authorised Share Capital of the Bank from the existing Authorised Share Capital of ₹85,00,00,000/- (Rupees Eighty Five Crores Only) divided into 8,50,00,000 (Eight Crores and Fifty Lakhs) Equity Shares of face value of ₹10/- (Rupees Ten Only) each to ₹90,00,00,000/- (Rupees Ninety Crore

only) divided into 9,00,00,000 (Nine Crore) Equity Shares of face value of ₹10/- (Rupees Ten Only) each by creation of additional 50,00,000 (Fifty Lakhs) Equity Shares having face value of ₹10/- (Rupees Ten Only) each aggregating to ₹5,00,00,000 (Rupees Five Crore only) ranking pari-passu with the existing equity shares of the Bank.

RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association of the Bank be and is hereby amended by substituting the same with the following Clause V:

"V The Authorised Share Capital of the Company is ₹90,00,00,000/- (Rupees Ninety Crore only) divided into 9,00,00,000 (Nine Crore) Equity Shares having face value of ₹10/- (Rupees Ten Only) each. The Company has the power to divide the share capital for the time being into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as may for the time being provided by the regulations of the Company. Any shares of the original or increased capital may from time to time be issued with guarantee or any right of preference whether in respect of dividend or of repayment of capital or both or any special privileges or advantage over any share previously issued or then about to be issued or with deferred or qualified rights as compared with any share previously issued or subject to any provision of conditions and with any special right or limited right or without any right of voting and generally on such terms as the Company may from time to time determine."

RESOLVED FURTHER THAT the Board of Directors ("**the Board**") [which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution] of the Bank be and is hereby authorised to do all such acts, deeds, matters, things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution."

5. To Approve 'Fino Payments Bank Limited - Employees Stock Option Policy, 2023', and in this regard to consider, and if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("**Act**"), and in accordance with the Memorandum and Articles of Association of the Bank, provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars or notifications issued thereunder, as amended from time to time ("**SEBI (SBEB & SE) Regulations**"), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), provisions of any regulations / guidelines prescribed by the Securities and Exchange Board of India ("**SEBI**") and/or the Reserve Bank of India ("**RBI**"), and

all other applicable laws, rules and regulations, if any, and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanction and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, the consent of the Members of the Bank be and is hereby accorded to the introduction, formulation and implementation of "Fino Payments Bank Limited-Employees Stock Option Policy, 2023" ("**ESOP 2023**") the salient features of which are provided in the Statement annexed hereto and authorising the Board of Directors of the Bank ("**Board**") which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which also act as Compensation Committee, which the Board has constituted/ designated to exercise certain powers, including the powers conferred by this resolution ("**Committee**") to create, grant, offer, issue and/or allot from time to time, in one or more tranches, stock options not exceeding 10,90,625 (Ten Lakh Ninety Thousand Six Hundred Twenty Five) in number in aggregate, to or for benefit of 'Employees' as defined in ESOP 2023 and in accordance with the SEBI (SBEB & SE) Regulations, ("**Eligible Employees**") from time to time, with each such options exercisable into equity share(s) of the Bank, as determined by the Board, which would in aggregate be exercisable into not more than 10,90,625 (Ten Lakh Ninety Thousand Six Hundred Twenty Five) equity shares of face value Rs. 10/- each in one or more tranches, at an exercise price as mentioned in the explanatory statement annexed hereto and on such terms and conditions determined by the Board in accordance with applicable laws at the time of grant, and as contained in the ESOP 2023 and to provide for grant (subject to limits as specified) and subsequent vesting and exercise of options by Eligible Employees in the manner and method contained in the Statement annexed hereto and/or as the Board may decide in accordance with the provisions of the applicable laws and/or the provisions of the ESOP 2023.

RESOLVED FURTHER THAT the equity shares to be issued and allotted in terms of the ESOP 2023 as mentioned herein shall rank pari passu with the existing equity shares of the Bank, for all purposes.

RESOLVED FURTHER THAT the consent of the Members of the Bank be and is hereby also accorded to the Board to re-grant options lapsed, if any, under the Scheme, at its sole and absolute discretion, subject to the provisions of the ESOP 2023 and the SEBI (SBEB & SE) Regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split or consolidation of shares, change in capital structure, reorganization, merger or demerger, sale of division of undertaking and other similar corporate actions, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the entitlements under the ESOP 2023, including but not limited

to, by way of issue of any additional options by the Bank to the option grantees, in which case the aforesaid ceiling of the options shall be deemed to have increased to the extent of such additional options issued.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares, allotted under the ESOP 2023, from time to time, on the stock exchanges where the securities of the Bank are listed.

RESOLVED FURTHER THAT the Bank shall conform to the accounting policies prescribed from time to time under Regulation 15 of the SEBI (SBEB & SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2023.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, deem necessary in this regard, including appointment of various intermediaries, advisors, consultants or representatives, being incidental to the effective implementation and administration of the ESOP 2023 as also to make applications to the appropriate authorities, parties, institutions, as the case may be, for their requisite approvals as also to initiate or take all necessary or incidental actions in the above connection and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

6. To consider and approve extension of the benefits of the Fino Payments Bank Limited- Employee Stock Option Policy - 2023', ("ESOP-2023") to the employees of Holding Company, and in this regard to consider, and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 ("**Act**") and the rules made thereunder as amended and other applicable provisions, if any, of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**") including any modifications thereof or supplements thereto,

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended, provisions of any regulations/guidelines prescribed by Securities and Exchange Board Of India ("**SEBI**") and / or the Reserve Bank Of India ("**RBI**") and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals which may be agreed to by the Board of Directors of the Bank ("**Board**"), which term shall be deemed to include any Committee including the Nomination and Remuneration Committee, which also acts as the Compensation Committee to exercise the powers conferred by this Resolution, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, the consent of the Members be and is hereby accorded to extend the benefits of Fino Payments Bank Limited-Employee Stock Option Policy, 2023', ("**ESOP 2023**") proposed in the Resolution no. 5 to such persons who are in the employment of the Holding Company (whether now or hereafter existing, as may be from time to time be allowed under the prevailing laws, rules and regulations and/or any amendments thereto from time to time), whether working in India or out of India and to the directors of the Holding Company, whether working in India or out of India and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, at such exercise price as mentioned in the explanatory statement annexed hereto in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOP 2023.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the options and do all such acts, deeds, matters and things as it may, deem necessary for such purpose and with power on behalf of the Bank to settle any questions, difficulties or doubts that may arise in this regard."

Registered Office:

MindSpace Juinagar, 8th Floor,
Plot No. Gen 2/1/F, Tower 1,
TTC Industrial Area, MIDC Shirwane,
Juinagar, Navi Mumbai, Thane -400706
CIN: L65100MH2007PLC171959
Email: cs@finobank.com
Website: www.finobank.com

Place: Navi Mumbai

Date: August 11, 2023

By Order of the Board of Directors
For **Fino Payments Bank Limited**

Sd/-
Basavraj Loni
Company Secretary & Compliance Officer
ICSI Membership No. ACS: 23095

Notes:

1. The Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (collectively referred as **"MCA Circulars"**) and the Securities and Exchange Board of India (**"SEBI"**) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred as **"SEBI Circulars"**) has permitted companies to hold Annual General Meetings (**"AGM"**) through Video Conferencing (**"VC"**) or Other Audio Visual Means (**"OAVM"**), without physical presence of the Members at a common venue and provided relaxation from dispatching of physical copy of Annual Report upto September 30, 2023.
2. In compliance with the provisions of the Companies Act, 2013 (**"Act"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), MCA Circulars and SEBI Circulars, the Seventh (7th) AGM of the Bank is being held through VC/ OAVM. Hence, the Members can attend and participate in the ensuing AGM through VC/ OAVM only. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Bank which shall be the deemed Venue of the AGM.
3. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the seventh (7th) AGM along with the Annual Report for the F.Y. 2022-23 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Bank/ Registrar and Transfer Agent (**"RTA"**) i.e. KFin Technologies Limited (**"KFIN"**) or with the Depository Participant(s).

The Members will be entitled to get a physical copy of the Annual Report for the F.Y. 2022-23, free of cost, upon sending a request to the Bank on cs@finobank.com. The Members may note that the Notice of 7th AGM and the Annual Report are also available on the Bank's website at www.finobank.com and on the websites of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice of 7th AGM and the Annual Report is also available on website of e-voting agency i.e., National Securities Depository Limited (**"NSDL"**) at <https://www.evoting.nsdl.com>.
4. The Bank has enabled the Members to participate at the 7th AGM through the VC/ OAVM facility provided by NSDL. The instructions for participation by Members are given in the subsequent paragraphs.

5. PROXIES:

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including the route map are not annexed to this Notice.

6. The Institutional/ Corporate Members (i.e. other than individuals/ HUF, NRI, etc.) intending their authorized representatives to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting are requested to send scanned certified true copy (PDF/JPEG Format) of the Board Resolution/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail through its registered e-mail address at cskaushikjoshi@gmail.com with a copy marked to cs@finobank.com.

The Institutional / Corporate Members can also upload the aforesaid documents by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-voting"** tab in their login.
7. In case of joint holders, only such joint holder who is higher in the order of names as per the Register of Members of the Bank will be entitled to vote at the AGM.
8. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. An Explanatory Statement pursuant to the provisions of Section 102 (1) of the Act, as amended, read with the relevant rules made thereunder, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) and SEBI Listing Regulations, setting out the material facts and reasons, in respect of Item No. 2 to 6 of this Notice is annexed herewith.
10. All relevant documents referred to in this Notice requiring the approval of the Members at the AGM will be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to cs@finobank.com mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.
11. The information related to the unpaid dividend has not been provided in this Notice as the Bank has not declared any dividend during any preceding years and hence, the

provisions of Section 124 of the Companies Act, 2013 read with IEPF (Accounting, Audit, Transfer and Refund) Rules, 2018 are not applicable. Further, since all the shares of the Bank are in demat mode, information related to physical shares are also not provided in this Notice.





12. Members are requested to update their details such as name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc. with their DPs. Members may contact their respective DPs for availing the nomination facility.
13. The SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DP for KYC in accordance with the SEBI Circulars dated November 03, 2021/March 16, 2023, the folios wherein any one of the aforesaid KYC details are not available on or after April 01, 2023/October 01, 2023 shall be frozen by the RTA.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further, as per SEBI Circular dated January 25, 2022, the request of transmission or transposition of securities shall only be processed in dematerialized form by following the steps mentioned in the said circular. All the shares of the Bank are in dematerialised form.
15. Members who have not registered their e-mail IDs, are requested to kindly register the same by contacting Depository Participant (“DP”) and register e-mail ID and mobile number in demat account, as physical copies of this Notice and Annual Report will not be sent to them in physical mode and will be sent only by e-mail, in accordance with the applicable Circulars.
16. **Procedure & Instructions for e-voting and joining the AGM through VC/ OAVM are as follows:-**
 - A. VOTING THROUGH ELECTRONIC MEANS:**
 - a. In terms of Section 108 and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, as amended, Regulation 44 of the SEBI Listing Regulations and MCA Circulars read with SEBI Circulars, the Bank is pleased to provide the facility of Remote e-voting and e-voting during the AGM to its Members holding shares as on Monday, September 18, 2023 (“**cut-off date**”), to exercise their right to vote through electronic means on any or all of the businesses specified in this Notice. The Bank has engaged the services and made necessary arrangements with NSDL for facilitating voting through electronic means, as authorized e-voting agency.
 - b. The Remote e-voting commences on Friday, September 22, 2023 at 9:00 a.m. (IST) and ends on Sunday, September 24, 2023 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter.
 - c. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Those Members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
 - d. The Members who have cast their vote by Remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
 - e. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date subject to the provisions of the Banking Regulation Act, 1949 and read with relevant guidelines /regulations/ circulars/notifications issued by RBI from time to time.
 - f. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the RTA of Bank as on the cut-off date, shall be entitled to avail the facility of Remote e-voting or casting vote through e-voting system during the AGM.
 - g. The Members are strongly advised to use the e-voting procedure by themselves and not through any other person.
 - h. The Board of Directors has appointed Mr. Tribhuwneshwar Kaushik (Membership No: F10607) and in his absence, Mr. Savyasachi Joshi (Membership No: : F12752) of M/s. Kaushik Joshi & Co., Practising Company Secretaries., as the Scrutinizer to scrutinize the Remote e-voting process and the e-voting process during the AGM, in a fair and transparent manner.

The details of the process and the way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com/ and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on https://www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login, can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 119627 then user ID is 119627001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow the steps mentioned hereinbelow in process for those shareholders whose e-mail addresses are not registered.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 2. Select "EVEN" of Fino Payments Bank Limited. For joining virtual meeting you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option is available on www.evoting.nsdl.com.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

General guidelines for Members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on <https://www.evoting.nsdl.com> to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 022- 4886 7000 and 022-2499 7000 or send a request at evoting@nsdl.co.in.
3. In case of any grievances connected with the facility of e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 or write on evoting@nsdl.co.in.
4. Any person holding shares in physical form, who acquires shares of the Bank and becomes member of the Bank after the notice is send through e-mail and holding shares as of the cut-off date i.e. September 18, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 -

4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Bank and becomes a Member of the Bank after sending of the Notice and holding shares as of the cut-off date i.e. September 18, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhar Card) to cs@finobank.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. The Members may access by following the steps mentioned above for 'Access to NSDL e-voting system'. After successful login, you can see link of "**VC/OAVM link**" placed under "**Join meeting**" menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the Remote e-voting instructions mentioned in the Notice to avoid last minute rush.
2. In accordance with the MCA Circulars, the VC/ OAVM will have a capacity to allow at least 1000 Members to participate in the AGM and such participation shall be on a first-come-first-served basis. However, please note that pursuant to the MCA Circulars, large Shareholders

- (i.e. Shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. may be allowed to attend the AGM without restriction on account of first-come- first-served principle.
3. The link for joining the AGM through VC/ OAVM will be activated 30 minutes before the time scheduled for commencement of the AGM and will be closed 30 minutes after commencement of the AGM. The Members may join the AGM by following the procedure mentioned in this Notice.
 4. The Members are encouraged to join the Meeting through Laptops for better experience. Further, the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 5. The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered e-mail ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at cs@finobank.com in advance i.e. at least seven (7) days prior to date of AGM.

Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Bank reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.

17. A person, who acquire shares of the Bank and become member of the Bank after the date of sending of this Notice and hold shares as on the cut o–ff date i.e. Monday, September 18, 2023 can cast the vote by following instructions as mentioned in this Notice under “Access to NSDL e-voting system.
18. In line with “Green Initiative” the Members whose email addresses are not registered with the Bank/RTA or with their respective Depository Participant are requested to register and update their email address through respective DP.
19. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Managing Director & CEO or Company Secretary who shall countersign the same, in accordance with the applicable provisions of law. The results of voting will be announced within two (2) working days of the conclusion of AGM and same along with the Scrutinizer’s Report will be available on the Bank’s website www.finobank.com and on the e-voting agency’s website i.e. NSDL at <https://www.evoting.nsdl.com> and communication of the same will be sent to BSE Limited & the National Stock Exchange of India Limited. The Bank will also display the results of the AGM on the notice board at its Registered Office.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Item No. 2

Mr. Rishi Gupta was appointed by the Members of the Bank in the sixth (6th) AGM held on September 29, 2022 as Managing Director & CEO (“MD & CEO”) of the Bank for a period of 3 years with effect from May 02, 2023 to May 01, 2026 (both days inclusive), liable to retire by rotation. Accordingly, in terms of provisions of Section 152 of the Companies Act, 2013, Mr. Rishi Gupta is liable to retire by rotation at the seventh AGM of the Bank and is eligible for re-appointment.

Accordingly, the approval of Members is being sought for the re-appointment of Mr. Rishi Gupta as director of the Bank.

The details of the Director seeking re-appointment at the Annual General Meeting [Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

Name of the Director and DIN	Mr. Rishi Gupta (DIN: 01433190)
Age	54 years
Qualifications	Chartered Accountant and Cost Accountant
Experience / Brief Profile/ Expertise in specific functional areas	<p>Mr. Rishi Gupta is one of the founders of FINO PayTech Ltd, the holding Company of Fino Payments Bank Limited and was appointed as COO and CFO on January 01, 2007 where he successfully helped the group to build a robust business model with good governance and cutting-edge operational & financial capabilities at FINO. Subsequently he became MD & CEO of FINO PayTech Ltd (till May 2017). He is also the founding member of the Business Correspondent Federation of India (BCFI) and served as the Chairman of its Economic Affairs Committee. He is a member of ASSOCHAM and is a Co-Chairman of their National Council on Banking and Financial Services.</p> <p>Mr. Rishi Gupta is a qualified Chartered Accountant (Rank Holder) and Cost & Management Accountant and also holds a Bachelor’s degree in commerce (Rank holder) from the prestigious Shri Ram College of Commerce (SRCC), University of Delhi.</p> <p>He has a rich 26 years of experience across industries (primarily in financial services). Mr. Rishi Gupta started his career with Maruti Udyog Ltd. And thereafter moved to ICICI group. Post ICICI he moved to International Finance Corporation (IFC) where he was also a part of Regional Office of IFC and handled Budget and Project Finance.</p> <p>For 2011, 2012 and 2013, three years in stretch Mr. Rishi Gupta has been awarded “CFO100 Roll of Honor” – an effort to recognize the top 100 senior finance professionals in India, who have made a difference with their acumen, attitude and energy. In 2014, he also got India CFO Award for excellence in Finance –one start up by IMA. In 2018, He got the award for “CA Entrepreneur-Path Breaker – Banking & Financial Services” by Institute of Chartered Accountants of India (ICAI).</p>
Date of first appointment on the Board	June 27, 2016
Number of Meetings of the Board attended during the FY 2022-23	8/8
Directorships held in other companies (Except Section 8 and Foreign Companies)	Nil
Memberships/Chairmanships of Committees of other Boards	Nil
Listed entities from which the person has resigned from the directorship in the past three years	Nil
Number of shares held in the Bank (including shareholding as a beneficial owner)	<ul style="list-style-type: none"> • 5,325 Equity Shares in his personal capacity. • 2 Equity Shares as a registered owner without having beneficial interest in the same.

Name of the Director and DIN	Mr. Rishi Gupta (DIN: 01433190)
Terms and conditions of re-appointment including remuneration	The Members at their sixth (6 th) AGM of the Bank held on September 29, 2022, had approved the re-appointment of Mr. Rishi Gupta as Managing Director & CEO of the Bank, liable to retire by rotation, for a period of three (3) years, commencing from May 02, 2023 upto May 01, 2026 (both days inclusive) on a remuneration as may be approved by the members of the Bank from time to time. Accordingly, Mr. Rishi Gupta shall be paid such remuneration, as may be approved by the shareholders from time to time.
Remuneration last drawn (FY 2021-22)	Pursuant to the approval of the shareholders vide postal ballot approved on Saturday, April 22, 2023, Mr. Rishi Gupta was paid remuneration of Rs. 4.19 cr for FY 2022.
Nature of expertise in specific functional areas	Business Management, Payment Settlement, Banking, Accountancy, Economics and Finance.
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None

Mr. Rishi Gupta is not disqualified and debarred from being re-appointed as director, in terms of Sections 164 & 196 of Act or by order of SEBI or any other such authority and he has given his consent to act as Director of the Bank.

None of the Promoters, Directors, Key Managerial Personnel of the Bank and their relatives except Mr. Rishi Gupta, MD & CEO of the Bank and/or his relatives, are directly or indirectly, concerned or interested, financially or otherwise in this resolution.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 2 of this Notice, for approval of the Members.

Item No. 3

The Reserve Bank of India (“RBI”) vide its Circular No. DoS. CO. ARG/ SEC.01/ 08.91.001/ 2021-22 dated April 27, 2021 issued the Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (“RBI Guidelines”), which supersedes all previous prescribed guidelines in this regard. According to the RBI Guidelines, the Statutory Central Auditors can be appointed for a maximum period of three (3) years, subject to the firm satisfying the eligibility norms each year.

M/s. A P Sanzgiri & Co, Chartered Accountants (FRN: 116293W) were appointed by the Members in their 6th AGM as the Statutory Central Auditors of the Bank from the conclusion of 6th AGM until the conclusion of the 7th AGM of the Bank to be held in the year 2023.

As per the said RBI Guidelines and being satisfied with the services of M/s. A P Sanzgiri & Co, the Audit Committee of Board and the Board of Directors (“Board”) of the Bank at their meeting held on May 02, 2023, recommended the re-appointment of M/s. A P Sanzgiri & Co. to act as the Statutory Central Auditors of the Bank for further period of two (2) years, to hold office from the conclusion of 7th AGM until the conclusion of the 9th AGM of the Bank, subject to approval of the RBI to be obtained by the Bank on an annual basis. It may be noted that the RBI vide its letter No.S3128/08.67.005/2023-24 dated July 25, 2023 has already approved the re-appointment of M/s. A P Sanzgiri & Co as a Statutory Central Auditors of the Bank for FY 2023-24. Further

the Bank shall make necessary application to RBI for seeking its approval for the re-appointment of M/s. A P Sanzgiri & Co. Chartered Accountants as Statutory Central Auditors of the Bank for FY 2024-25.

The brief profile of M/s. A P Sanzgiri & Co. is given below:

A P Sanzgiri & Co. was founded in February 1997 by Abhijit Sanzgiri, Mehul Shah and Satish Gupta. A P Sanzgiri & Co. has now expanded to 11 partners, 4 branches and staff strength of over 100.

The firm, through its highly motivated team has managed to grow not only in terms of size but also range of services that it provides. The firm comprises professionals with diverse skill sets and has working tie-ups pan India with multiple professionals to be a single window service provider. Each partner provides personalized services to clients to enhance their overall business strategies and achieve success. They are empaneled with IBA, SEBI, the Registrar of Co-operatives and Income Tax Department.

Information pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:

A. Terms and condition relating to the re-appointment including fees.

M/s. A P Sanzgiri & Co. Chartered Accountants is proposed to be re-appointed as the Statutory Central Auditors for a period of two (2) years, i.e. from the conclusion of 7th AGM until the conclusion of the 9th AGM of the Bank to be held in the year 2025, at the remuneration given below:

- Overall fees for financial year 2023-24 shall aggregate upto ₹57.79 Lakhs as along with such other fees, out of pocket expenses, outlays and taxes as applicable; and
- Fees for any other assignment not covered in the scope of audit will be extra as mutually agreed between the Bank and the Statutory Central Auditors and as may be further approved by the Board including duly authorised Committee(s) (“Board”), from time to time, with power to the Board, to alter and vary the terms and conditions of appointment etc., including by reason of necessity on account of conditions arising out of change/ increase in

scope of work, amendment in Accounting Standards or conditions as may be stipulated by the RBI and/ or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Central Auditors.

The remuneration for financial year 2024-25 shall be as determined by the Board / Audit Committee.

B. Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:

Not Applicable. The Statutory Central Auditor appointed by the Members at the previous AGM, is being proposed for re-appointment as Statutory Central Auditor for a further period of two years.

C. Basis of recommendation for said appointment including details in relation to and credentials of the Statutory Auditor, proposed to be re-appointed:

Performance of M/s. A P Sanzgiri & Co. Chartered Accountants, Statutory Central Auditors of the Bank for FY 2022-23 was found to be satisfactory. Before recommending their re-appointment as Statutory Central Auditor, the Audit Committee and the Board considered various parameters such as capability and experience to serve business with expertise in banking service industry, market standing of the firm, clientele served, technical knowledge, etc.

As per the requirement of the Companies Act, 2013 ("Act"), as amended, M/s. A P Sanzgiri & Co. has confirmed that the re-appointment, if made, would be within the limits specified under Section 141 of the Act and they are not disqualified to be appointed as Statutory Central Auditors in terms of the provisions of Section 139 and Section 141 of the Act read with Companies (Audit and Auditors) Rules, 2014.

The Bank has received all the applicable eligibility certificates and consents from M/s. A P Sanzgiri & Co, for acting as the Statutory Central Auditors of the Bank.

Therefore, the approval of Members is being sought for re-appointment of M/s. A P Sanzgiri & Co, Chartered Accountants, as Statutory Central Auditors for a period of two (2) years i.e. from the conclusion of 7th AGM until the conclusion of the 9th AGM of the Bank to be held in the year 2025.

None of the Promoters, Directors, Key Managerial Personnel of the Bank and/ or their relatives are, in any way, financially or otherwise, concerned or interested, in the passing of this resolution.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 3 of this Notice, for approval of the Members.

Item No. 4

Presently, the Authorised Share Capital of the Bank is ₹85,00,00,000 and Paid-up Capital of the Bank is ₹83,21,43,020. In order to accommodate future allotment of shares through Employees Stock Option Policy, 2023, it is proposed to increase the Authorised Share Capital by ₹5 Crores as per applicable provisions of the Companies

Act, 2013 and its corresponding rules, amendments thereof and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting or through postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 4 of the Articles of Association of the Bank empowers the Bank to increase the share capital by the creation of new shares of such amount as may be deemed expedient.

In view of the above, the Board of Directors at its meeting held on July 28, 2023, has subject to approval of members and RBI as required, approved to increase the Authorised Share Capital of the Bank from ₹85,00,00,000/- (Rupees Eighty Five Crores Only) divided into 8,50,00,000 (Eight Crores and Fifty Lakhs) Equity Shares of face value of ₹10/- (Rupees Ten Only) each to ₹90,00,00,000/- (Rupees Ninety Crores only) divided into 9,00,00,000 (Nine Crore) Equity Shares having face value of ₹10/- (Rupees Ten Only) each.

Consequently, the existing clause V of the Memorandum of Association of the Bank needs to be altered for deletion of the existing clause V of authorised share capital and substitution of the proposed increased Authorised Share Capital clause V, as mentioned in the resolution.

The Bank is proposing to seek the Members approval for the adoption and implementation of Fino Payments Bank Limited-Employees Stock Option Policy, 2023 and consequent issuance of 10,90,625 (Ten Lakh Ninety Thousand Six Hundred Twenty Five) stock options to the eligible employees at resolution no. 5 & 6 of this AGM notice. In accordance with the provisions of applicable laws, the Bank shall seek shareholders' approval from time to time for issuance of stock options over and above the aforesaid limit (i.e. 10,90,625 stock options), even though the said issuance is within the increased authorised share capital of the Bank, as proposed in this resolution.

The above mentioned increase in the Authorised Share Capital of the Bank and subsequent alteration of aforesaid clause of Memorandum of Association shall require approval of the Members.

None of the Promoters, Directors, Key Managerial Personnel of the Bank and their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommends the resolution at item no. 4 to be passed as an Ordinary Resolution.

Item No.5 & 6

The Bank has formulated and implemented Fino Payments Bank Limited - Employees Stock Option Policy, 2020 ("ESOP 2020") with a view to attract, retain, incentivize and motivate employees of the Bank by way of rewarding their performance and motivate them to

contribute to the overall corporate growth and profitability of the Bank. The ESOP 2020 has balance of 1,79,765 ESOPs only.

In order to accommodate future grant to employees including Material Risk Takers (“**MRTS**”) as per RBI Compensation Guidelines, based on the recommendations of the Nomination & Remuneration Committee of the Bank (“**NRC**”), the Board of Directors of the Bank (“**Board**”) at its meeting held on July 28, 2023, has subject to approval of Members, approved the adoption and implementation of Fino Payments Bank Limited- Employees Stock Option Policy, 2023 (“**ESOP 2023**”) for the employees of the Bank and also to extend the benefits of ESOP 2023 to the employees of Holding Company (whether now or hereafter existing, as may be from time to time be allowed under the prevailing laws, rules and regulations and/or any amendments thereto from time to time), whether working in India or out of India.

The purpose of ESOP 2023 is to attract, motivate and retain the employees and to provide them opportunity to create long term wealth during their journey with the Bank.

The options shall be granted under the ESOP 2023 in one or more tranches as may be determined by the Board which term shall be deemed to include any committee, including the NRC which also acts as the Compensation Committee constituted by the Board, to exercise powers conferred by this resolution.

The Bank shall have a governance framework for implementing this ESOP 2023, which would entail articulation and implementation of robust performance conditions prior to grant. The Nomination & Remuneration Committee shall determine the quantum/ proportion of options that need to be granted. Such options shall be granted based on pre-defined performance conditions as determined by the NRC on a case-to-case basis as applicable for the function/role. The NRC can vary the conditions and the weightages assigned to each condition.

Accordingly, the Bank proposes to adopt a new scheme under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, under the name and style of the Fino Payments Bank Limited -Employees Stock Option Policy, 2023’, (“**ESOP 2023**”) and to create, grant, offer, issue and/or allot from time to time, in one or more tranches, stock options not exceeding 10,90,625 (Ten Lakh Ninety Thousand Six Hundred Twenty Five) in number in aggregate, to the Eligible Employees and to extend the benefits of ESOP 2023 to the employees of the Holding Company.

The salient features and broad terms and conditions of the ESOP 2023, inter alia, are as under:

i. Brief Description of the ESOP 2023:

The Bank proposes to formulate and implement Fino Payments Bank Limited - Employees Stock Option Policy, 2023 (“**ESOP 2023**”) in terms of the relevant provisions of the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities and Contract (Rules), 1957, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Companies Act, 2013 and the relevant rules notified thereunder, the guidelines/regulations prescribed by the

Reserve Bank of India, the Foreign Exchange Management Act, 1999, and the rules, regulations and guidelines issued thereunder, the Income Tax Act, 1961, the Income Tax Rules, 1962 and such other applicable laws, rules and regulations enacted by any other statutory/regulatory authority in India.

The objective of the ESOP 2023 is to reward the Employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Bank. The Bank also intends to use this Policy to attract and retain talent in the Bank. The Bank views employee stock options as instruments that would enable the Employees to share the value they create for the Bank in the years to come.

- ii. **Total number of Options to be offered/granted under the ESOP 2023:** It is proposed to create /grant/offer/issue up to 10,90,625 (Ten Lakh Ninety Thousand Six Hundred Twenty Five) options of the Bank, in one or more tranches as may be determined by the Board which shall include any Committee of the Board, from the date of approval of the ESOP 2023 by the shareholders, which shall entitle the employees one fully paid-up equity share of face value of ₹10 of the Bank against each options exercised and accordingly, up to 10,90,625 equity shares of face value of ₹10 each fully paid-up shall be allotted to the Eligible Employees under the ESOP 2023 upon exercise.
- iii. **Identification of classes of employees entitled to participate and be beneficiaries in ESOP 2023:** The ESOP 2023 shall be extend to:
 - (i) an employee as designated by the Bank who is exclusively working in India or outside India; or
 - (ii) a director of the Bank, whether a Managing / Whole time director or not but excluding an independent director;
 - (iii) Material Risk Takers; or
 - (iv) an employee as defined in clause (i) or (ii) of a above of the Fino Group, including any subsidiary or associate company, in India or outside India, or of a holding company of the Bank, but does not include an employee who is not eligible to participate in the ESOP 2023, under Applicable Law.
- iv. **Date of Grant:** The date of grant would be the date on which the NRC approves the grant of options to the Eligible Employees.
- v. **Requirement of Vesting and period of Vesting:** Options granted under ESOP 2023 would vest as follows:

At the end of First (1 st) Year from the date of Grant of Options	33.33% of Options so granted
At the end of Second (2 nd) Year from the date of Grant of Options	33.33% of Options so granted
At the end of Third (3 rd) Year from the date of Grant of Options	Balance 33.33% of Options so granted

Unless otherwise set out in ESOP 2023, vesting of the Options would be subject to continued employment with the Bank and thus the Options would vest on passage of time in accordance with the above schedule. In addition to this, the Nomination & Remuneration Committee may also specify certain performance parameters subject to which the Options would Vest. The specific vesting schedule and conditions subject to which Vesting would take place would be outlined in the agreement to be executed by the Options Grantee at the time of grant of the Options.

vi. Maximum period within which the Options shall be vested: The maximum period within which the options shall be vested shall be in accordance with ESOP 2023.

vii. Exercise Price or Pricing Formula: The exercise price for options shall be at 25% discount of Market Price which shall not be less than the face value of the equity shares of the Bank.

Market Price means the latest available closing price on a Stock Exchange on which the shares of the Bank are listed on the date immediately prior to the Grant Date.

Explanation: If such shares are listed on more than one stock exchange, then the closing price of the shares on the Stock Exchange having higher trading volume shall be considered as the Market price.

viii. Exercise period and process of exercise/ acceptance of offer: The exercise period shall be in accordance with ESOP 2023.

The options will be exercisable by the options grantees by a written application to the Bank expressing his/ her desire to exercise such Options along with payment of exercise price and applicable taxes in such manner and on execution of such documents, as may be prescribed from time to time. The options will lapse if not exercised within the specified exercise period.

ix. Appraisal process for determining the eligibility of the Employees to ESOP 2023: The options shall be granted to the eligible Employees as per performance appraisal system of the Bank and the NRC may adopt any eligibility criteria for determining eligibility of any Employee or a class thereof on the basis of designation, role, and future potential of Employees as per ESOP 2023.

x. The Maximum number of Options to be offered and issued per Employee and in aggregate: Such number as may be decided by the NRC in accordance with the ESOP 2023 and in accordance with SEBI (SBEB & SE) Regulations and other applicable laws, from time to time.

xi. The Maximum quantum of benefits to be provided per Employee under the ESOP 2023: As per ESOP 2023 and subject to the provision of the SEBI (SBEB & SE) Regulations and other applicable laws.

xii. Whether the ESOP 2023 is to be implemented and administered directly by the Bank or through a Trust: ESOP 2023 is implemented and administered directly by the Bank.

xiii. Whether the ESOP 2023 involves new issue of shares by the Bank or secondary acquisition by the Trust or both: The ESOP 2023 involves issue/ allotment of fresh shares by the Bank.

xiv. The amount of loan to be provided for implementation of the ESOP 2023 by the Bank to the Trust, its tenure, utilization, repayment terms, etc.: Not Applicable.

xv. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the ESOP 2023: Not Applicable.

xvi. Statement to the effect that the Bank shall conform to the accounting policies specified in regulation 15: The Bank shall comply with the applicable accounting policies as prescribed under Regulation 15 of SEBI (SBEB & SE) Regulations and other applicable laws.

xvii. The method which the Bank shall use to value its Options: The Bank shall adopt fair value method or any other method in accordance to the guidance note on Accounting for Employee Share Based payments issued by the ICAI.

xviii. Statement with regard to Disclosure in Directors' Report: As the Bank is adopting the fair value method, presently there is no requirement for disclosure in the directors' report. However, if in future, the Bank opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Bank shall also be disclosed in the Directors' report.

xix. Period of lock-in: The equity shares arising out of exercise of Vested Options will not be subject to any lock - in period after such exercise.

xx. Terms & conditions for buyback, if any, of specified securities: Subject to the provisions of the prevailing applicable laws, the NRC shall determine the procedure for buyback of Options granted under the ESOP 2023 if to be undertaken at any time by the Bank, and the applicable terms and conditions thereof.

xxi. Conditions under which options vested in employees may lapse e.g. in case of termination of employment for misconduct: All Vested options which are not exercised at the time of such termination due to misconduct or due to breach of Bank's policies or the terms of employment shall stand cancelled with effect from the date of such termination.

xxii. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee: In accordance with the ESOP 2023.

xxiii. Listing: The equity shares allotted pursuant to the exercise of the stock options under ESOP 2023, shall be listed on BSE Limited and National Stock Exchange of India Limited subject to obtaining their in-principle approval prior to granting such options.

The resolution and the terms stated therein in this explanatory statement shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities in that behalf and the NRC shall have the sole and absolute authority to modify the terms herein in accordance with and subject to

all applicable regulations/ guidelines & approvals as may be stipulated under Companies Act, 2013 or by SEBI or any other statutory/ regulatory authority, from time to time, provided that such, variation is not detrimental to the interest of the options Grantees or the Eligible Employees, who have been granted options under the ESOP 2023.

None of the Promoters, Directors Key Managerial Personnel and their relatives (except to the extent of ESOPs to be granted to them pursuant to ESOP 2023), are in any way, concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Bank recommends the Special Resolution set out at Item No. 5 & 6 of this notice, for the approval of the Members of the Bank.

Registered Office:

Mindspace Juinagar, 8th Floor,
Plot No. Gen 2/1/F, Tower 1,
TTC Industrial Area, MIDC Shirwane,
Juinagar, Navi Mumbai, Thane -400706
CIN: L65100MH2007PLC171959
Email: cs@finobank.com
Website: www.finobank.com

Place: Navi Mumbai
Date: August 11, 2023

By Order of the Board of Directors
For **Fino Payments Bank Limited**

Sd/-
Basavraj Loni
Company Secretary & Compliance Officer
ICSI Membership No. ACS: 23095