

April 25, 2023

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

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

Dear Sir/Madam,

Sub: Postal Ballot Voting results and Scrutinizer's Report of Fino Payments Bank Limited ("the Bank")

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby enclose the results of the e-voting and Report of the Scrutinizer on the Postal Ballot of the Bank, for the resolution specified in the Postal Ballot Notice dated March 11, 2023.

Based on the Report of Scrutinizer, we confirm that the special resolution proposed in the Notice dated March 11, 2023 has been passed with requisite majority. The resolution is deemed as passed on the last date of e-voting i.e. Saturday, April 22, 2023.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For Fino Payments Bank Limited

Basavraj Loni
Company Secretary & Compliance Officer
Place: Navi Mumbai

Encl: a/a

Name of the Company	FINO PAYMENTS BANK LIMITED
Date of AGM/EGM/Postal Ballot	Postal Ballot Notice date: March 11, 2023 E-voting start date: Friday, March 24, 2023 E-voting end date: Saturday, April 22, 2023 (Resolution passed through Postal Ballot on Wednesday, April 22, 2023)
Total No. of Shareholders as on Record Date (i.e. March 17, 2023)	79,243
No. of shareholders present in the meeting either in person or through proxy: a. Promoters and Promoter Group b. Public	NA
No. of Shareholders attended the meeting through Video Conferencing a. Promoters and Promoter Group b. Public	NA

Resolution No.	1							
Resolution Required (Ordinary/Special)	SPECIAL- To approve the remuneration of Mr. Rishi Gupta, Managing Director & CEO (M.D. & CEO) of the Bank for the financial year 2021-22							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	62411997	21635718	34.66596014	21635718	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		62411997	21635718	34.66596014	21635718	0	100
Public Institutions	E-voting	9584193	8610334	89.83890454	8610334	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		9584193	8610334	89.83890454	8610334	0	100
Public Non-Institutions	E-voting	11218112	57917	0.516281171	24695	33222	42.63860352	57.36139648
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		11218112	57917	0.516281171	24695	33222	42.63860352
Total		83214302	30303969	36.41677965	30270747	33222	99.8903708	0.109629204

Report of Scrutinizer for voting on Postal Ballot

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

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

Dear Sir,

I, **Tribhawneshwar Kaushik** Partner of M/s Kaushik Joshi & Co., appointed by the Board of Directors of **Fino Payments Bank Limited** as the scrutinizer for the resolution to be passed through Postal Ballot notice dated March 11, 2023. At the outset, I would like to thank you for entrusting me with the task of scrutinizer pursuant to the provisions of section 110 of the Companies Act, 2013 ("**the Act**") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

(1) We submit our report as under:

- 1.1 The postal ballot is conducted in accordance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**") (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively the "**MCA Circulars**"), to transact the special business as set out hereunder by passing special resolution by the Members of Fino Payments Bank Limited ("**the Bank**") through Postal Ballot via remote e-voting.
- 1.2 The Bank **completed** the **dispatching / e-mailing** of the Postal Ballot Notice **on Thursday, March 23, 2023** to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on **Friday, March 17, 2023** maintained by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and who have registered their email address with the Bank/Depositories.

- 1.3 In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on remote e-voting, the Bank had engaged the services of NSDL for facilitating the remote e-voting to enable the Members to cast their votes electronically on the designated website www.evoting.nsdl.com of **NSDL**.
- 1.4 **Total No. of votes based on Paid Up Capital** of the Bank as on **March 17, 2023** were **8,32,14,302**.
- 1.5 Date of **Public Announcement** with respect to completion of dispatch of Postal ballot Notice in three (3) newspapers **was made on March 24, 2023** in **Financial Express & The Free Press Journal in English** and **Navshakti in Marathi**.
- 1.6 The remote e-voting **commenced on Friday, March 24, 2023 at 9.00 a.m. (IST)** and **ended on Saturday, April 22, 2023 at 5.00 p.m. (IST)**.
- 1.7 **Particulars of remote e-voting** of the Postal Ballot through e-voting process from the members **have been maintained electronically** to record the assent or dissent received.
- 1.8 The **e-voting was blocked at 5:00 pm (IST) on Saturday, April 22, 2023** and the e-voting summary statement was thereafter downloaded from the NSDLs e-voting website on **April 24, 2023 at 13:58 pm** in presence of two witness not in employment of the Company.
- 1.9 The Management of the Bank is responsible to ensure compliance with the requirements of the Act, the Rules and the MCA Circulars relating to remote e-voting and voting through postal ballot form on the Resolutions contained in the notice of Postal Ballot.
- 1.10 My responsibility as scrutinizer for the voting through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution.

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

1. To approve the remuneration of Mr. Rishi Gupta, Managing Director & CEO ("M.D. & CEO") of the Bank for the financial year 2021-22

SPECIAL RESOLUTOIN:

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
277	30270747	99.89

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
76	33222	0.11

(iii) Invalid Votes:

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

Total valid votes cast: 3,03,03,969 - 100%
 % of total votes cast in favor of the Resolution: 3,02,70,747 – 99.89%
 % of total votes cast against the Resolution: 33,222 – 0.11 %

Resolution passed with requisite majority.

- (3) In view of the above results, I hereby certify that the special resolution proposed at item no. 1 of the Postal Ballot Notice dated March 11, 2023 have been passed with requisite majority.
- (4) You may accordingly declare the results of the voting by postal ballot.

For Kaushik Joshi & Co.

Company Secretaries

TRIBHUWNESHWAR
BHUWNESHWAR
KAUSHIK

Digitally signed by
TRIBHUWNESHWAR
BHUWNESHWAR KAUSHIK
Date: 2023.04.24 18:03:01 +05'30'

Tribhuwneshwar Kaushik – Partner

M. No. F10607

COP NO. 16207

UDIN: F010607E000177422

Place : Mumbai

Date : April 24, 2023

For Fino Payments Bank Limited

Basavraj Loni

Company Secretary & Compliance Officer