

FINO PAYMENTS BANK LIMITED

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 E-mail: basavraj.loni@finobank.com

Website: www.finobank.com Phone: +91 22 7104 7000

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

| VOTING STARTS ON | VOTING ENDS ON |
|--|--|
| Thursday, July 28, 2022 at 9:00 a.m. (IST) | Friday, August 26, 2022 at 5:00 p.m. (IST) |

Dear Members,

NOTICE is hereby given pursuant to the provision of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “**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, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 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.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (‘**Notice**’).

On account of the ongoing COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Bank is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Bank/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Bank is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Bank has engaged the services of National Securities Depository Limited (‘**NSDL**’) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Bank www.finobank.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Friday, August 26, 2022. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. Appointment of Mr. Prakash Kulathu Iyer (DIN: 00529591) as an Independent Director of the Bank.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors), Rules, 2014 and Regulation 17 read with regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and applicable provisions of the Banking Regulation Act, 1949 and other applicable laws, guidelines applicable to Payments Bank and relevant circulars issued by the Reserve Bank of India (“RBI”) from time to time, including any amendments, modifications, variations or re-enactments thereof and in accordance with the Articles of Association of the Bank and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, Mr. Prakash Kulathu Iyer (DIN: 00529591) who was appointed as an Additional Director, in the capacity of ‘Independent Director’ with effect from June 01, 2022 and in respect of whom the Bank has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Bank, not liable to be retire by rotation, for a term of five (5) consecutive years commencing from June 01, 2022 to May 31, 2027 (both days inclusive).”

Registered Office:

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

Place: Navi Mumbai
Date: 20.07.2022

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. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolution in this Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. On account of the outbreak of COVID-19 pandemic and in accordance with the MCA circulars, the Bank is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot.
3. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday, July 22, 2022 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Bank, KFin Technologies Limited (the "RTA"), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only. This Notice is also available at the Bank's website: www.finobank.com and the websites of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Bank as on the Cut-Off Date.

It is however, clarified that all Members of the Bank as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Bank /RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. 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 9, 2020 on remote e-voting facility provided by listed entities, and the applicable MCA circulars, the Bank is pleased to offer remote e-voting facility to Members to cast their vote electronically.
5. The Bank has engaged NSDL ("Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot.
6. The remote e-voting shall commence on Thursday, July 28, 2022 at 9:00 a.m. (IST) and shall end on Friday, August 26, 2022 at 5:00 p.m. (IST). During this period, Members of the Bank holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors has appointed Mr. Tribhuwneshwar Kaushik and in his absence, Mr. Savyasachi Joshi of M/s. Kaushik Joshi & Co., Practising Company Secretaries., as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to Managing Director & CEO or Company Secretary as authorized by the Board of Directors, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Tuesday, August 30, 2022. The Scrutinizer's decision on the validity of votes cast will be final.
9. The Results declared along with the Scrutinizer's Report shall be placed on the Bank's website www.finobank.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by Managing Director & CEO or Company Secretary as authorized by the Board of Directors, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Bank are listed. The results shall also be displayed on the notice board at the Registered Office of the Bank.

10. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Friday, August 26, 2022.
11. Members may download the Notice from the Bank’s website at www.finobank.com or from NSDL’s website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. till Friday, August 26, 2022. Members who wish to inspect the documents are requested to send an email to basavraj.loni@finobank.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID and the documents they wish to inspect.
14. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this notice:**
 - a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to basavraj.loni@finobank.com.
 - b. 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), AADHAR (self-attested scanned copy of Aadhar Card) to basavraj.loni@finobank.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Sr. No. 15 - **Step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 - c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - d. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 email ID correctly in their demat account in order to access e-Voting facility.

15. **The instructions for Members for remote e-voting are as under:**

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 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. 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.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.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.

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration> .
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

| | |
|--|---|
| 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. |
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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 toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022-23058738 or 022-23058542-43 |

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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices 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 detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 14 of this Notice.
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.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
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. 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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskaushikjoshi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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 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 www.evoting.nsdl.com to reset the password.
3. In case of any queries/issues or grievances you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of

<http://www.evoting.nsdl.com> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sanjeev Yadav, Assistant Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 at evoting@nsdl.co.in.

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CIN: L65100MH2007PLC171959
Email: basavraj.loni@finobank.com
Website: www.finobank.com

Place: Navi Mumbai
Date: 20.07.2022

By Order of the Board of Directors

For **Fino Payments Bank Limited**

Sd/-

Basavraj Loni

Company Secretary & Compliance Officer

ICSI Membership No. ACS: 23095

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

The Board of Directors of the Bank, based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Bank, had approved the appointment of Mr. Prakash Kulathu Iyer as an Additional Director in the capacity of Independent Director of the Bank with effect from June 01, 2022.

The Bank has received from Mr. Prakash Kulathu Iyer (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations (iv) Fit and Proper declaration prescribed by the Reserve Bank of India ("RBI") and other applicable guidelines / circulars issued from time to time. Mr. Prakash Iyer has confirmed that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority. Further, Mr. Prakash Kulathu Iyer has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Bank.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, the following information is furnished about the Director proposed to be appointed.

| Name of the Director and DIN | Mr. Prakash Kulathu Iyer (DIN: 00529591) |
|-------------------------------------|--|
| Age | 60 years |
| Qualifications | MBA from IIM Ahmedabad |
| Experience / Brief Profile | <p>Mr. Prakash Kulathu Iyer (60) is an independent business advisor with solid, hands-on experience in building brands, growing businesses and developing people. After spending nearly three decades in the corporate world, Mr. Prakash Kulathu Iyer chose to step out and pursue his passion for helping other people unleash the leader within them. Apart from coaching CEOs, advising leadership teams and speaking to - and inspiring - large teams, Mr. Prakash Kulathu Iyer also serves as an advisor to Multiples – a billion dollar PE fund. He has served as an Independent Director on the board of Krsnaa Diagnostics Limited, had joined the board before the company went public. He is also on the board of Livpure Private Limited and was earlier a director on the board of Milltec Machinery (both Multiples investee companies). Mr. Prakash Kulathu Iyer has played an active role in helping these companies strengthen their sales and distribution footprint, and in devising advertising and marketing strategies. He has also served as a director on the board of Xerox India Limited. In his last role in the corporate world, Mr. Prakash Kulathu Iyer was the Managing Director of Kimberly-Clark Lever.</p> <p>Earlier roles include Managing Director and CEO of Infomedia India Limited (formerly Tata Press) and prior to that, Executive Director at PepsiCo responsible for the company's operations in South India and Sri Lanka. An MBA from IIM Ahmedabad, he started his career with Hindustan Lever Limited (now Hindustan Unilever Limited). Mr. Prakash Kulathu Iyer expertise includes a deep understanding of sales and distribution systems and consumer brand marketing, having spent several years managing large sales teams, growing urban and rural distribution, understanding consumer needs and building brand marketing campaigns, and activating marketing strategies in the marketplace. At PepsiCo, Mr. Prakash Kulathu Iyer won the international 'President's Ring of Honor' – an award that recognizes sales excellence globally, and also led his team to the award of the international "Market Unit of the Year". Another recurring theme in his career has been a sharp focus on profitable growth. He was part of a core team that was</p> |

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| | instrumental in building a separate organization and low-cost business system for Hindustan Lever Limited. At Kimberly Clark, he implemented a third party manufacturing strategy that helped significantly improve profitability, and was recognised as a best practice for developing markets globally. As CEO of Infomedia, Mr. Prakash Kulathu Iyer spearheaded one of India's first leveraged buyouts by a PE fund, and transformed an inward-looking printing business into a publishing and outsourcing powerhouse. During his watch, Infomedia divested less profitable businesses, built the Yellow Pages brand, made acquisitions in the US and UK and forged partnerships with global leaders including Alibaba and Reed Elsevier. The PE investor had a return of 2.6x when they exited after four years. A trained, CFI-certified leadership coach, Mr. Prakash Kulathu Iyer has throughout his career combined strong strategic and execution skills with excellent people management capabilities to consistently build passionate, high performance, winning teams Mr. Prakash Kulathu Iyer speaks and writes extensively on leadership, teamwork, execution, storytelling and winning. LinkedIn recognized Mr. Prakash Kulathu Iyer as a 'Top Voice' – their list of 15 creators to follow in India. He is the author of four best-selling books and his latest book – How Come No One Told Me That? – was published by Penguin in 2021. |
| Date of first appointment on the Board | June 01, 2022. |
| Number of Meetings of the Board attended during the year | Not Applicable |
| Other Directorships | <ul style="list-style-type: none"> • Livpure Smart Homes Private Limited • Livpure Private Limited |
| Memberships / chairmanships of committees of the Boards of other companies | None |
| Listed entities from which the person has resigned from the directorship in the past three years | Krsnaa Diagnostics Limited |
| Number of shares held in the Bank (including shareholding as a beneficial owner) | None |
| Terms and conditions of appointment including details of remuneration | Mr. Prakash Kulathu Iyer shall be appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of 5 consecutive years, from June 01, 2022 to May 31, 2027 (both days inclusive). He shall be entitled to receive remuneration by way of sitting fees as well as reimbursement of expenses for attending Board and Committee meetings as applicable till the end of his proposed tenure. |
| Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements | The Board of Directors of the Bank is of the opinion that Mr. Prakash Kulathu Iyer is a person of integrity and considering his qualifications, extensive knowledge and rich experience in building brands, sales & marketing and developing people, the appointment of Mr. Prakash Kulathu Iyer is in the interest of the Bank. His association would be of immense benefit and value to the Bank and, therefore, the Board recommends his appointment as an Independent Director to the Members. In the opinion of the Board of Directors, Mr. Prakash Kulathu Iyer is independent of the management of the Bank and fulfils the conditions specified in the Act, and the rules made thereunder for appointment as an Independent Director. |
| Remuneration last drawn | Nil |
| Nature of expertise in specific functional areas | Building brands, Sales & Marketing and developing people. |
| Relationship with other Directors, Managers and Key Managerial Personnel of the Bank | None |

Accordingly, the approval of the Members is sought for the appointment of Mr. Prakash Kulathu Iyer as an Independent Director, not liable to retire by rotation, to hold office for period of five (5) consecutive years, from June 01, 2022 to May 31, 2027 (both days inclusive).

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Prakash Kulathu Iyer to whom the resolution relates, are concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 1 of the notice.

The Board of Directors of the Bank recommends the Special Resolution set out at Item No. 1 for the approval of the Members.

Registered Office:

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

Place: Navi Mumbai

Date: 20.07.2022

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

Sd/-

Basavraj Loni

Company Secretary & Compliance Officer

ICSI Membership No. ACS: 23095