

January 31, 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 physical voting through postal ballot form and Report of the Scrutinizer on the Postal Ballot of the Bank, for the resolution specified in the Postal Ballot Notice dated December 17, 2022.

Based on the Report of Scrutinizer, we confirm that the ordinary resolution proposed in the Notice dated December 17, 2022 has been passed with requisite majority. The resolution is deemed as passed on the last date of e-voting and physical voting through postal ballot form i.e. Sunday, January 29, 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

	FINO PAYMENTS BANK LIMITED
Date of the AGM/EGM/Postal Ballot	29-01-2023
Total number of shareholders on record date	83365
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Prateek Roongta (DIN: 00622797) as Non-Executive Nominee Director of the Bank.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,24,11,997	83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		83,21,430	13.3331	83,21,430	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	94,92,055	85,12,646	89.6818	79,72,209	5,40,437	93.6513	6.3486	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		85,12,646	89.6818	79,72,209	5,40,437	93.6514	6.3486	0	0
Public- Non Institutions	E-Voting	1,13,10,250	49,889	0.4411	47,648	2,241	95.5080	4.4919	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		13,827	0.1223	13,827	0	100.0000	0.0000	65	0
	Total		63,716	0.56335194	61,475	2,241	96.4828	3.5172	65	0
Total		8,32,14,302	1,68,97,792	20.3064	1,63,55,114	5,42,678	96.7885	3.2115	65	0

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, **Tribhuvneshwar 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 December 17, 2022. 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-2 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 and 3/2022 dated May 5, 2022 (collectively the "MCA Circulars") to transact the special business as set out hereunder by passing ordinary resolution by the Members of Fino Payments Bank Limited ("Bank") through Postal Ballot.
- 1.2 The Bank **completed** the **dispatching / e-mailing** of the Postal Ballot Notice **on December 29, 2022** to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on **Friday, December 23, 2022** 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 9, 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 **December 23, 2022** were **8,32,14,302**.
- 1.5 Date of **Public Announcement** in newspaper with respect to completion of dispatch of Postal ballot Notice in three(3) newspapers **was made on December 30, 2022** in **Financial Express & Free Press Journal in English and Navshakti in Marathi**.
- 1.6 The remote e-voting **commenced on Saturday, December 31, 2022 at 9.00 a.m.** (IST) and **ended on Sunday, January 29, 2023 at 5.00 p.m.** (IST).
- 1.7 Particulars of all Postal Ballot Forms received in physical form and voting done through e-voting by the members have been consolidated and entered in a register separately maintained for the purpose.
- 1.8 The Postal Ballot Forms received from the members were kept under safe custody with KFin Technologies Limited before commencing the scrutiny of such postal ballot forms.
- 1.9 All Postal ballot Forms received either in physical or by casting of votes electronically through NDSL portal up to the close of voting hours (5:00 P.M.) on January 29, 2023, being the last date and time fixed by the Company for receipt of the Forms, were considered for our scrutiny.
- 1.10 Envelopes containing postal ballot forms received after January 29, 2023 (5:00 P.M.) were not considered for our scrutiny.
- 1.11 The **e-voting module was blocked at 5:00 pm (IST) on Sunday, January 29, 2023** and the e-voting summary statement was thereafter downloaded from the NSDLs e-voting website on January 30, 2023 at 12:40 pm in presence of two witness not in employment of the Bank.
- 1.12 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 on the Resolution contained in the notice of Postal Ballot.
- 1.13 Our 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.
- 1.14 We did not find any defaced or mutilated paper

(2) A summary of the Postal Ballot votes cast through electronically and through postal ballot form are given below:

1. Appointment of Mr. Prateek Roongta (DIN: 00622797) as Non-Executive Nominee Director on the Board of the Bank

ORDINARY RESOLUTOIN:

(i) Voted in favour the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	321	16341287	96.71
Physical	34	13827	0.08
Total	355	16355114	96.79

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	43	542678	3.21
Physical	0	0	0
Total	43	542678	3.21

(iii) Invalid Votes:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0.00
Physical	2	65	0.00
Total	2	65	0.00

Total valid votes cast: 16897792 - 100%
 % of total votes cast in favor of the Resolution: 16355114 - 96.79 %
 % of total votes cast against the Resolution: 542678 - 3.21 %

Resolution passed with requisite majority.

- (3) In view of the above results, I hereby certify that the ordinary resolution proposed at item no. 1 of the Postal Ballot Notice dated December 17, 2022 has been passed with requisite majority.
- (4) You may accordingly declare the results of the voting by postal ballot form and e-voting.

For Kaushik Joshi & Co.
Company Secretaries

For Fino Payments Bank Limited

Tribhawneshwar Kaushik – Partner
 M. No. F10607

Basavraj Loni
 Company Secretary & Compliance Officer

COP NO. 16207
 UDIN: F010607D000
 Date : January 30, 2023