

May 27, 2024

BSE Limited
P.J. Towers,
Dalal Street,
Mumbai- 400 001

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

Scrip Code: 543386

Symbol: FINOPB

Dear Sir/Madam,

Sub: Declaration of voting results of the Postal Ballot through Electronic Voting process in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and submission of Scrutinizer’s report

We refer to our letter dated April 24, 2024 intimating about the Postal Ballot Notice dated April 18, 2024 (“**Notice**”), pursuant to which we would like to inform that the process of seeking approval of the members of the Fino Payments Bank Limited (“**Bank**”) for the following business item by way of Postal Ballot through Electronic Voting process (“**e-Voting**”) has been completed:

Resolution Type	Resolution
Special	Appointment of Mrs. Neeta Mukerji (DIN: 00056010) as an Independent Director of the Bank

The Board of Directors of the Company had appointed Mr. Tribhuwneshwar Kaushik, Partner of M/s Kaushik Joshi & Co., Practising Company Secretaries as the scrutinizer to conduct the process of the above-mentioned e-Voting in a fair and transparent manner (“**Scrutinizer**”).

Pursuant to Regulation 44(3) of the SEBI Listing Regulations and as per the provisions of the Companies Act, 2013, the aforesaid resolution has been passed by the members of the Bank with requisite majority. The last date specified for e-Voting i.e. Saturday, May 25, 2024, has been considered as the date of the approval of the resolution. In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44(3) of the SEBI Listing Regulations in the prescribed format; and
2. The report issued by Scrutinizer dated May 27, 2024 (“**Scrutinizer’s report**”).

The results along with the Scrutinizer’s report is available on the Notice Board of the Bank at its registered office, Bank’s website i.e. www.finobank.com and on the website of National Securities Depository Limited i.e. <https://www.evoting.nsdl.com>.

Kindly take the same on record.

Thanking You,
Yours faithfully,
For Fino Payments Bank Limited

Basavraj Loni
Company Secretary & Compliance Officer
Place: Navi Mumbai

Fino Payments Bank Limited

Registered Office: Mindspace Juinagar, Plot No Gen 2/1/F, Tower 1, 8th Floor, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai - 400 706 | CIN: L65100MH2007PLC171959 | Tel: (+91 22) 7104 7000 | Website: www.finobank.com | Email: cs@finobank.com

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Neeta Mukerji (DIN: 00056010) as an Independent Director of the Bank				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-voting	62411997	21635718	34.6660	21635718	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		62411997	21635718	34.6660	21635718	0	100
Public Institutions	E-voting	9138219	8178410	89.4968	8178410	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		9138219	8178410	89.4968	8178410	0	100
Public Non-Institutions	E-voting	11664086	93639	0.8028	89346	4293	95.4154	4.5846
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		11664086	93639	0.8028	89346	4293	95.4154
Total		83214302	29907767	35.9407	29903474	4293	99.9856	0.0144
Whether resolution is Pass or Not							Yes	

Fino Payments Bank Limited

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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 - 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, **Tribhuwneshwar Kaushik** Partner of M/s Kaushik Joshi & Co., appointed by the Board of Directors of **Fino Payments Bank Limited** (the "**Bank**") as the scrutinizer for the resolution to be passed through Postal Ballot notice dated April 18, 2024. 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 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 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, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the "**MCA Circulars**"), to transact the special business as set out hereunder by passing special resolution by the Members of the Bank through Postal Ballot via remote e-voting ("**e-Voting**").
- 1.2 The Bank **completed** the **dispatching / e-mailing** of the Postal Ballot Notice **on Wednesday, April 24, 2024** to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on **Friday, April 19, 2024** maintained by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Collectively NSDL and CDSL referred as "Depositories") 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 Rules made thereunder 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 **April 19, 2024** 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 April 25, 2024** in **Financial Express & The Free Press Journal in English** and **Navshakti in Marathi**.
- 1.6 The remote e-voting **commenced on Friday, April 26, 2024 at 9:00 a.m. (IST)** and **ended on Saturday, May 25, 2024 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, May 25, 2024** and the e-voting summary statement was thereafter downloaded from the NSDL's e-voting website on **May 27, 2024 at 12:15 pm** in presence of two witness not in employment of the Bank.
- 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 Resolution 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. Appointment of Mrs. Neeta Mukerji (DIN: 00056010) as an Independent Director of the Bank

SPECIAL RESOLUTION:

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
281	29903474	99.99%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	4293	0.01%

(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: 29907767 - 100%
 % of total votes cast in favor of the Resolution: 29903474 – 99.99%
 % of total votes cast against the Resolution: 4293 – 0.01%

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 April 18, 2024 has 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

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TRIBHUWNESHWAR
BHUWNESHWAR KAUSHIK
Date: 2024.05.27 15:24:19 +05'30'

Tribhuwneshwar Kaushik – Partner

M. No. F10607

COP NO. 16207

UDIN: F010607F000457911

Place : Mumbai

Date : May 27, 2024

For Fino Payments Bank Limited

BASAVRAJ
SHIVANAND
LONI

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SHIVANAND LONI
Date: 2024.05.27 15:35:09
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Basavraj Loni

Company Secretary & Compliance Officer