

September 18, 2024

BSE Limited
Corporate Relationship Department,
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.: Disclosure of amendments to the amended and restated shareholders' agreement dated July 29, 2016 (as amended from time to time) entered into by Fino PayTech Limited with some of its shareholders.

Ref.: Regulation 30 and 30A read with clause 5A to Para A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circular")

This disclosure is in furtherance to the disclosure made by Fino Payments Bank Limited ("**Bank**") to stock exchanges on August 14, 2023 with respect to receipt of a letter dated July 31, 2023 from Fino PayTech Limited ("**Promoter**"/"**Holding Company**") disclosing the details of the amended and restated shareholders' agreement dated July 29, 2016 (as amended from time to time) entered into by the Holding Company with some of its shareholders, in compliance with the SEBI Listing Regulations and SEBI Circular.

We wish to inform that the Bank has received a letter dated September 17, 2024 from Promoter (received on September 17, 2024 at 2.36 p.m. IST) informing that HAV3 Holdings (Mauritius) Limited ("**HAV3**") has sold its entire shareholding in Promoter to third parties ("**New Investors**"/"**Incoming Investors**"), and pursuant to such transfers, Promoter, HAV3 and such transferees have entered into Deeds of Accession dated September 17, 2024 (collectively termed as the "**DoA**"), whereby these New Investors of Promoter have acceded to the amended and restated shareholders' agreement dated July 29, 2016 (as amended from time to time).

The required disclosure in compliance with the SEBI Listing Regulations and SEBI Circular is enclosed herewith for your information and record as **Annexure-I** and is also available on the website of the Bank at www.finobank.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

Annexure –I
DISCLOSURE OF THE SHAREHOLDERS' AGREEMENT OF FINO PAYTECH LIMITED, IN COMPLIANCE WITH REGULATION 30A OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH THE RELEVANT CIRCULARS ISSUED THEREUNDER

A.		If the listed entity is a party to the agreement	
	i.	Details of the counterparties (including name and relationship with the listed entity)	Not Applicable
B.		If listed entity is not a party to the agreement	
	i.	Name of the party entering into such an agreement and the relationship with the listed entity	Fino PayTech Limited (" Promoter ") holds 75% of the shares of the Bank.
	ii.	Details of the counterparties to the agreement (including name and relationship with the listed entity)	Refer the disclosure dated August 14, 2023 made by the Bank to the stock exchanges and Point L below.
	iii.	Date of entering into the agreement	Refer the disclosure dated August 14, 2023 made by the Bank to the stock exchanges and Point L below.
C.		Purpose of entering into the agreement	Refer the disclosure dated August 14, 2023 made by the Bank to the stock exchanges and Point L below.
D.		Shareholding, if any, in the entity with whom the agreement is executed	Not Applicable
E.		Significant terms of the agreement (in brief)	Refer the disclosure dated August 14, 2023 made by the Bank to the stock exchanges and Point L below.
F.		Extent and the nature of impact on management or control of the listed entity	Refer the disclosure dated August 14, 2023 made by the Bank to the stock exchanges and Point L below.
G.		Details and quantification of the restriction or liability imposed upon the listed entity	Refer the disclosure dated August 14, 2023 made by the Bank to the stock exchanges and Point L below.
H.		Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Refer the disclosure dated August 14, 2023 made by the Bank to the stock exchanges. Further, the New Investors are not related to the Promoter and Bank.
I.		Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Not Applicable
J.		In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
K.		Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Refer the disclosure dated August 14, 2023 made by the Bank to the stock exchanges and Point L below.
L.		In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s)	
	i.	name of parties to the agreement	(i) DoA dated September 17, 2024 between the

		<p>Promoter, HAV3 and Infinity Alternatives Investment Managers Private Limited and Mr. Amit Bhartia;</p> <p>(ii) DoA dated September 17, 2024 between the Promoter, HAV3 and Infinity Alternatives Advisors LLP;</p> <p>(iii) DoA dated September 17, 2024 between the Promoter, HAV3 and Infinity Alternatives Growth Opportunities Fund 1;</p> <p>(iv) DoA dated September 17, 2024 between the Promoter, HAV3 and Merlin Holdings Private Limited;</p> <p>(v) DoA dated September 17, 2024 between the Promoter, HAV3 and Mr. Vivek Mundra;</p> <p>(vi) DoA dated September 17, 2024 between the Promoter, HAV3 and Kamadgiri Finvest Private Limited.</p>	
	ii.	nature of the agreement	Accession to the amended and restated shareholders' agreement dated July 29, 2016, as amended from time to time (the last amendment dated July 20, 2021).
	iii.	date of execution of the agreement	Refer Point L (i) above.
	iv.	details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	<p>As per the aforesaid DoA, HAV3 ceases to, amongst others, (i) have the right to appoint a directors on the board of the Promoter, and (ii) have affirmative rights on any matter pertaining to the Promoter.</p> <p>None of the incoming investors have a right to appoint a director on the board of the Promoter or have any affirmative rights on any matter pertaining to the Promoter.</p> <p>The Incoming Investors will have a right to receive information about the Bank, subject to compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>
	v.	reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	Refer Point L (iv) above.