

April 30, 2022

**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 - E-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 enclosed the results of the e-voting and the Reports of the Scrutinizer on the Postal Ballot of the Bank, for all resolutions as specified in the Postal Ballot Notice dated March 23, 2022.

Based on the Report of the Scrutinizer, we confirm that the ordinary resolution proposed at item no.1 and special resolutions proposed for item no. 2, 3 and 5 of the Notice dated March 23, 2022 have not been passed with requisite majority. Special Resolutions No. 4 and 6 have been passed with requisite majority. The resolutions are deemed as Approved/ Not Approved on the last date of e-voting i.e. Friday, April 29, 2022.

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**

<b>Date of the AGM/EGM</b>	NA
<b>Total number of shareholders on record date</b>	89730
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

<b>Resolution No.</b>	1									
<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY - Increase in Authorised Share Capital of the Bank and Alteration of Capital Clause of Memorandum of Association of the Bank									
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No									
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Votes Invalid</b>	<b>Votes Abstained</b>
Promoter and Promoter Group	E-Voting	6,24,11,997	6,24,11,985	100.0000	0	6,24,11,985	0.0000	100.0000	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
	<b>Total</b>		6,24,11,985	100.0000	0	6,24,11,985	0.0000	100.0000	0	0
Public- Institutions	E-Voting	1,59,02,337	1,49,08,984	93.7534	1,49,08,984	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
	<b>Total</b>		1,49,08,984	93.7534	1,49,08,984	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	48,99,968	28,015	0.5717	23,633	4,382	84.3583	15.6416	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
	<b>Total</b>		28,015	0.5717	23,633	4,382	84.3584	15.6416	0	0
<b>Total</b>		8,32,14,302	7,73,48,984	92.9516	1,49,32,617	6,24,16,367	19.3055	80.6945	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Mahendra Kumar Chouhan (DIN 00187253) as an Independent Director of the Bank									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	6,24,11,985	100.0000	0	6,24,11,985	0.0000	100.0000	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		6,24,11,985	100.0000	0	6,24,11,985	0.0000	100.0000	0	0
Public- Institutions	E-Voting	1,59,02,337	1,49,08,984	93.7534	1,49,08,984	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		1,49,08,984	93.7534	1,49,08,984	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	48,99,968	27,002	0.5511	21,700	5,302	80.3644	19.6355	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		27,002	0.5511	21,700	5,302	80.3644	19.6356	0	0
Total		8,32,14,302	7,73,47,971	92.9503	1,49,30,684	6,24,17,287	19.3033	80.6967	0	0

<b>Resolution No.</b>	<b>3</b>									
<b>Resolution required: (Ordinary/ Special)</b>	<b>SPECIAL - Re-appointment of Dr. Punita Kumar - Sinha (DIN 05229262) as an Independent Director of the Bank</b>									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	6,24,11,985	100.0000	0	6,24,11,985	0.0000	100.0000	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		6,24,11,985	100.0000	0	6,24,11,985	0.0000	100.0000	0	0
Public- Institutions	E-Voting	1,59,02,337	1,49,08,984	93.7534	1,49,08,984	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		1,49,08,984	93.7534	1,49,08,984	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	48,99,968	26,987	0.5508	21,229	5,758	78.6638	21.3361	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		26,987	0.5508	21,229	5,758	78.6638	21.3362	0	0
Total		8,32,14,302	7,73,47,956	92.9503	1,49,30,213	6,24,17,743	19.3027	80.6973	0	0

<b>Resolution No.</b>	<b>4</b>									
<b>Resolution required: (Ordinary/ Special)</b>	<b>SPECIAL - Ratification of the 'Fino Payments Bank Limited - Employees Stock Option Policy, 2020'</b>									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Votes Invalid</b>	<b>Votes Abstained</b>
Promoter and Promoter Group	E-Voting	6,24,11,997	6,24,11,985	100.0000	6,24,11,985	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
	<b>Total</b>		<b>6,24,11,985</b>	<b>100.0000</b>	<b>6,24,11,985</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	1,59,02,337	1,49,08,984	93.7534	64,07,664	85,01,320	42.9785	57.0214	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
	<b>Total</b>		<b>1,49,08,984</b>	<b>93.7534</b>	<b>64,07,664</b>	<b>85,01,320</b>	<b>42.9785</b>	<b>57.0215</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	48,99,968	26,987	0.5508	21,944	5,043	81.3132	18.6867	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
	<b>Total</b>		<b>26,987</b>	<b>0.5508</b>	<b>21,944</b>	<b>5,043</b>	<b>81.3132</b>	<b>18.6868</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>8,32,14,302</b>	<b>7,73,47,956</b>	<b>92.9503</b>	<b>6,88,41,593</b>	<b>85,06,363</b>	<b>89.0025</b>	<b>10.9975</b>	<b>0</b>	<b>0</b>

Resolution No.	5										
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the amendment in the 'Fino Payments Bank Limited - Employees Stock Option Policy, 2020'										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
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	6,24,11,985	100.0000	0	6,24,11,985	0.0000	100.0000	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		6,24,11,985	100.0000	0	6,24,11,985	0.0000	100.0000	0	0	
Public- Institutions	E-Voting	1,59,02,337	1,49,08,984	93.7534	64,07,664	85,01,320	42.9785	57.0214	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		1,49,08,984	93.7534	64,07,664	85,01,320	42.9785	57.0215	0	0	
Public- Non Institutions	E-Voting	48,99,968	26,987	0.5508	21,631	5,356	80.1534	19.8465	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		26,987	0.5508	21,631	5,356	80.1534	19.8466	0	0	
Total		8,32,14,302	7,73,47,956	92.9503	64,29,295	7,09,18,661	8.3122	91.6878	0	0	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval/Reinstatement of right to nominate directors pursuant to Article 104 of the Articles of Association of the Bank									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	6,24,11,985	100.0000	6,24,11,985	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		6,24,11,985	100.0000	6,24,11,985	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,59,02,337	1,49,08,984	93.7534	1,03,05,309	46,03,675	69.1214	30.8785	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		1,49,08,984	93.7534	1,03,05,309	46,03,675	69.1215	30.8785	0	0
Public- Non Institutions	E-Voting	48,99,968	26,987	0.5508	20,840	6,147	77.2223	22.7776	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		26,987	0.5508	20,840	6,147	77.2224	22.7776	0	0
Total		8,32,14,302	7,73,47,956	92.9503	7,27,38,134	46,09,822	94.0402	5.9598	0	0

**Report of Scrutinizer for voting on Postal Ballot through Remote e-voting**

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 through remote e-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** as the scrutinizer for the resolutions to be passed through Postal Ballot, Notice dated March 23<sup>rd</sup>, 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 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 and Circular No. 20/2021 dated December 8, 2021, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary/Special Resolutions 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 through **e-mail on Tuesday, March 29, 2022** to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on **Friday, March 25, 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





## Kaushik Joshi & Co.

Continuing sheet.....

- 1.4 e-voting to enable the Members to cast their votes electronically on the designated website [www.evoting.nSDL.com](http://www.evoting.nSDL.com) of NSDL.
  - 1.5 **Total No. of votes based on Paid Up Capital** of the Bank as on **March 25<sup>TH</sup>, 2022** were **8,32,14,302**.
  - 1.6 Date of **Public Announcement** with respect to completion of dispatch of Postal ballot Notice in three(3) newspapers was **made on March 30, 2022** in **Financial Express & Free Press Journal in English** and **Navshakti in Marathi**.
  - 1.7 The remote e-voting **commenced on Thursday, March 31, 2022 at 9.00 a.m. (IST)** and **ended on Friday, April 29, 2022 at 5.00 p.m. (IST)**.
  - 1.8 **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.
  - 1.9 The **e-voting was blocked at 5:00 pm (IST) on Friday, April 29, 2022** and the e-voting summary statement was thereafter downloaded from the NSDLs e-voting website.
  - 1.10 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 Resolutions contained in the notice of Postal Ballot.
  - 1.11 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 resolutions.
- (2) **A summary of the Postal Ballot votes cast through electronically is given below:**

**1. Increase in Authorised Share Capital of the Bank and Alteration of Capital Clause of Memorandum of Association of the Bank.**

**ORDINARY RESOLUTION:**

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
490	14932617	19.3055

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
59	62416367	80.6945

(iii) Invalid Votes:

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

Total votes cast: **7,73,48,984 (100%)**

% of total votes cast in favor of the Resolution: **19.3055%**

% of total votes cast against the Resolution: **80.6945 %**

**Resolution not passed with requisite majority.**



2. Re-appointment of Mr. Mahendra Kumar Chouhan (DIN: 00187253) as an Independent Director of the Bank

**SPECIAL RESOLUTION**

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
465	14930684	19.3033

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
77	62417287	80.6967

(iii) Invalid Votes:

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

Total votes cast: 7,73,47,971

% total votes cast in favor of the Resolution: **19.3033%**

% of total votes cast against the Resolution: **80.6967%**

**Resolution not passed with requisite majority.**



## Kaushik Joshi & Co.

Continuing sheet.....

### 3. Re-appointment of Dr. Punita Kumar - Sinha (DIN: 05229262) as an Independent Director of the Bank

#### SPECIAL RESOLUTION

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
463	14930213	19.3027

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
79	62417743	80.6973

(iii) Invalid Votes:

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

Total votes cast: 7,73,47,956

% total votes cast in favor of the Resolution: 19.3027%

% of total votes cast against the Resolution: 80.6973%

**Resolution not passed with requisite majority.**



4. Ratification of the 'Fino Payments Bank Limited - Employees Stock Option Policy, 2020'

**SPECIAL RESOLUTION**

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
455	68841593	89.0025

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
87	8506363	10.9975

(iii) Invalid Votes:

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

Total votes cast: 7,73,47,956  
% total votes cast in favor of the Resolution: **89.0025%**  
% of total votes cast against the Resolution: **10.9975%**

**Resolution passed with requisite majority.**



**5. Approval of the amendment in the 'Fino Payments Bank Limited - Employees Stock Option Policy, 2020'**

**SPECIAL RESOLUTION**

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
451	6429295	8.3121

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
91	70918661	91.6878

(iii) Invalid Votes:

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

Total votes cast: 7,73,47,956

% total votes cast in favor of the Resolution: **8.3121%**

% of total votes cast against the Resolution: **91.6878%**

**Resolution not passed with requisite majority.**



# Kaushik Joshi & Co.

Continuing sheet.....

## 6. Approval/Reinstatement of right to nominate directors pursuant to Article 104 of the Articles of Association of the Bank

### SPECIAL RESOLUTION

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
454	72738134	94.0401

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
88	4609822	5.9599

(iii) Invalid Votes:

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

Total votes cast: 7,73,47,956

% total votes cast in favor of the Resolution: 94.0401%

% of total votes cast against the Resolution: 5.9599%

**Resolution passed with requisite majority.**

(3) In view of the above results, I hereby certify that the ordinary resolution proposed at item no. 1 and special resolutions proposed for Item No. 2, 3 and 5 of the Notice dated March 23, 2022 have not been passed with requisite majority. Resolution No. 4 and 6 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

*Tribhuwan Kaushik*

Tribhuwneshwar Kaushik - Partner

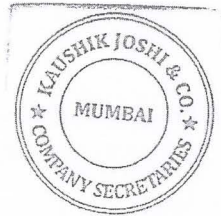
M. No. F10607

COP NO. 16207

UDIN: F010607D000246051

Place : Mumbai

Date : April 30, 2022



**For Fino Payments Bank Limited**

*D.V.P. Legal*  
Company Secretary & D.V.P. Legal

