

August 14, 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.: Disclosure of 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 SEBI (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 is to inform that Fino Payments Bank Limited ("**Bank**") is in 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, the aforesaid letter, as received from the Promoter/Holding Company is enclosed herewith for your information and record as **Annexure-I**. Further, the aforesaid letter is also available on the website of the Bank: 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



Date: July 31, 2023

To,
The Company Secretary,
Fino Payments Bank Limited,
MindSpace Juinagar, Plot No Gen 2/1/F, Tower 1, 8th Floor,
TTC Industrial Area, MIDC Shirwane, Juinagar,
Navi Mumbai - 400 706

Sub.: Disclosure of amended and restated shareholders' agreement dated July 29, 2016 (as amended from time to time) entered into by Fino PayTech Limited ("Company") with some of its shareholders.

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

Dear Sir,

With reference to the recent amendment to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") vide its SEBI notification bearing no. SEBI/LAD-NRO/GN/2023/131 dated June 14, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circular"), whereby, agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, are required to be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements.

The circular issued by the Securities and Exchange Board of India dated July 13, 2023, provides that, amongst others, the holding company is required to inform the listed company about such agreements to which the listed company is not a party.

Since Fino PayTech Limited ("the Company") is the Promoter and holding company of Fino Payments Bank Limited, please find enclosed herewith the required details of the amended and restated shareholders' agreement dated July 29, 2016 (as amended from time to time) entered into by the Company with some of its shareholders for necessary disclosure in compliance with the SEBI Listing Regulations and the SEBI Circular, if required.

For Fino PayTech Limited

Suraj Gujja

Company Secretary

Membership No.: A49812

Fino PayTech Limited

CIN: U72900MH2006PLC162656

Registered Office: MindSpace Juinagar, Plot No. Gen 2/1/F, Tower 1, 9th Floor, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai - 400 706.

Tel.: (+91-22) 7137 7000 | www.finopaytech.com



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 "), which is holding 75% of the shares of Fino Payments Bank Limited (" Bank ").
	ii.	Details of the counterparties to the agreement (including name and relationship with the listed entity)	<p>a. ICICI Bank Limited ("ICICI Bank"); b. Intel Capital Corporation; c. International Finance Corporation; d. HAV3 Holdings (Mauritius) Limited; e. Blackstone GPV Capital Partners (Mauritius) VI-B FDI Limited ("Blackstone"); f. Bharat Petroleum Corporation Limited ("BPCL"); g. ICICI Lombard General Insurance Company Limited; h. ICICI Prudential Life Insurance Company Limited; (collectively the "Major Investors")</p> <p>(The Major Investors are shareholders in the Promoter).</p>
	iii.	Date of entering into the agreement	July 29, 2016, as amended from time to time (the last amendment dated July 20, 2021).
C.		Purpose of entering into the agreement	The agreement (" SHA ") is to regulate the relationship between the Promoter and the Major Investors.
D.		Shareholding, if any, in the entity with whom the agreement is executed	Not Applicable
E.		Significant terms of the agreement (in brief)	In relation to the Bank, the terms of the SHA include: <p>(i) Right of BPCL, ICICI Bank and Blackstone to nominate 1 director each on the Board of the Bank;</p> <p>(ii) Disclosure of certain information of the Bank to</p>

Fino PayTech Limited

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		<p>the Investors, subject to compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015;</p> <p>(iii) If the Promoter is required to vote on any matter in connection with the Bank which requires an approval from the shareholders of the Bank under applicable law (collectively, “Payments Bank Matters”), then:</p> <p>(a) unanimous consent of the board of directors of the Promoter is required in relation to the following Payments Bank Matters: (i) change in the capital structure of the Bank; (ii) any corporate restructuring of the Bank; (iii) any material acquisition or divestment by the Bank; or (iv) any change in the memorandum of association or articles of association of the Bank (each a “Key Payments Bank Matter”);</p> <p>(b) majority consent of the board of directors of the Promoter (including a majority of the non-independent directors of the Promoter), is required for any Payments Bank Matters (other than a Key Payments Bank Matter).</p>
F.	Extent and the nature of impact on management or control of the listed entity	The disclosure made in Point E above may impact the management or control of the Bank or impose any restriction upon the Bank.
G.	Details and quantification of the restriction or liability imposed upon the listed entity	The disclosure made in Point E above may impose a restriction upon the Bank.
H.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Fino PayTech Limited is the promoter of the Bank. The Major Investors are not related to the Promoter.
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.	Please refer to the material terms stated in Point E above. Further, presently, Mr. Prateek Roongta and Mr. Pankaj Kumar are the nominee director of Fino PayTech Limited on the Board the Bank subject to change from time to time.

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	Not Applicable
	ii.	nature of the agreement	Not Applicable
	iii.	date of execution of the agreement	Not Applicable
	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)	Not Applicable
	v.	reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	Not Applicable