

September 26, 2023

**BSE Limited**  
Corporate Relationship Department,  
2<sup>nd</sup> 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, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra - Kurla Complex,  
Bandra (E), Mumbai - 400 051  
(Symbol: FINOPB)

Dear Sir/Madam,

**Sub: Scrutinizer's Report and Results of e-voting at the 7<sup>th</sup> Annual General Meeting ("AGM") and remote e-voting on the resolutions 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 at the 7<sup>th</sup> AGM of the Bank held on September 25, 2023 through Video-Conferencing/ Other Audio Visual Means ("**VC/OAVM**"), as well as the results of the Remote e-voting conducted for all resolutions as specified in the Notice of the 7<sup>th</sup> AGM dated August 11, 2023.

All the resolutions proposed in the AGM were passed with requisite majority. The report of, Mr.Tribhawneshwar Kaushik of M/s. Kaushik Joshi & Co., Practicing Company Secretaries, Scrutinizer to scrutinize the aforementioned e-voting process, is enclosed herewith.

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**

**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

<b>Name of the Company</b>	FINO PAYMENTS BANK LIMITED
<b>Date of AGM/EGM/Postal Ballot</b>	25-09-2023
<b>Total No. of Shareholders as on Record Date (i.e. May 26, 2023)</b>	68876
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>a. Promoters and Promoter Group</b>	0
<b>b. Public</b>	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>a. Promoters and Promoter Group</b>	0
<b>b. Public</b>	46

Resolution No.		1						
Resolution Required (Ordinary/Special)		ORDINARY- To receive, consider and adopt the audited financial statements of the Bank for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	62411997	21635718	34.66596014	21635718	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	62411997	21635718	34.66596014	21635718	0	100	0
Public Institutions	E-voting	10252191	9645640	94.08369391	9645640	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10252191	9645640	94.08369391	9645640	0	100	0
Public Non-Institutions	E-voting	10550114	115150	1.0914574	114769	381	99.66912723	0.330872775
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10550114	115150	1.0914574	114769	381	99.66912723	0.330872775
<b>Total</b>		<b>83214302</b>	<b>31396508</b>	<b>37.7297018</b>	<b>31396127</b>	<b>381</b>	<b>99.99878649</b>	<b>0.001213511</b>

Resolution No.		2						
Resolution Required (Ordinary/Special)		ORDINARY- To appoint a director in place of Mr. Rishi Gupta (DIN: 01433190), who retires by rotation and being eligible, offers himself for re-appointment						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	62411997	21635718	34.66596014	21635718	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	62411997	21635718	34.66596014	21635718	0	100	0
Public Institutions	E-voting	10252191	9645640	94.08369391	9645640	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10252191	9645640	94.08369391	9645640	0	100	0
Public Non-Institutions	E-voting	10550114	109797	1.040718612	109110	687	99.37429984	0.625700156
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10550114	109797	1.040718612	109110	687	99.37429984	0.625700156
<b>Total</b>		<b>83214302</b>	<b>31391155</b>	<b>37.72326901</b>	<b>31390468</b>	<b>687</b>	<b>99.99781149</b>	<b>0.002188515</b>

Resolution No.		3						
Resolution Required (Ordinary/Special)		ORDINARY- To re-appoint and fix remuneration of M/s. A P Sanzgiri & Co, as Statutory Central Auditors of the Bank						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	62411997	21635718	34.66596014	21635718	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	62411997	21635718	34.66596014	21635718	0	100	0
Public Institutions	E-voting	10252191	9645640	94.08369391	9645640	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10252191	9645640	94.08369391	9645640	0	100	0
Public Non-Institutions	E-voting	10550114	115149	1.091447922	79517	35632	69.05574516	30.94425484
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>10550114</b>	<b>115149</b>	<b>1.091447922</b>	<b>79517</b>	<b>35632</b>	<b>69.05574516</b>	<b>30.94425484</b>
<b>Total</b>	<b>Total</b>	<b>83214302</b>	<b>31396507</b>	<b>37.7297006</b>	<b>31360875</b>	<b>35632</b>	<b>99.88650967</b>	<b>0.113490332</b>

Resolution No.		4						
Resolution Required (Ordinary/Special)		ORDINARY- To increase the Authorised Share Capital of the Bank and Alteration of Capital Clause of Memorandum of Association of the Bank						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	62411997	21635718	34.66596014	21635718	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	62411997	21635718	34.66596014	21635718	0	100	0
Public Institutions	E-voting	10252191	9645640	94.08369391	5657318	3988322	58.65155656	41.34844344
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10252191	9645640	94.08369391	5657318	3988322	58.65155656	41.34844344
Public Non-Institutions	E-voting	10550114	117049	1.109457206	116497	552	99.52840263	0.471597365
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10550114	117049	1.109457206	116497	552	99.52840263	0.471597365
<b>Total</b>		<b>83214302</b>	<b>31398407</b>	<b>37.73198386</b>	<b>27409533</b>	<b>3988874</b>	<b>87.29593511</b>	<b>12.70406489</b>

Resolution No.	5							
Resolution Required (Ordinary/Special)	SPECIAL- To Approve Fino Payments Bank Limited - Employees Stock Option Policy, 2023'							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	62411997	21635718	34.66596014	21635718	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	62411997	21635718	34.66596014	21635718	0	100	0
Public Institutions	E-voting	10252191	9645640	94.08369391	5382318	4263322	55.80052749	44.19947251
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10252191	9645640	94.08369391	5382318	4263322	55.80052749	44.19947251
Public Non-Institutions	E-voting	10550114	117022	1.109201284	114460	2562	97.81066808	2.18933192
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10550114	117022	1.109201284	114460	2562	97.81066808	2.18933192
<b>Total</b>		83214302	31398380	37.73195141	27132496	4265884	86.41368122	13.58631878

Resolution No.		6						
Resolution Required (Ordinary/Special)		SPECIAL- To consider and approve extension of the benefits of the Fino Payments Bank Limited – Employee Stock Option Policy 2023’, (“ESOP-2023”) to the employees of Holding Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	62411997	21635718	34.66596014	21635718	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	62411997	21635718	34.66596014	21635718	0	100	0
Public Institutions	E-voting	10252191	9645640	94.08369391	5382318	4263322	55.80052749	44.19947251
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10252191	9645640	94.08369391	5382318	4263322	55.80052749	44.19947251
Public Non-Institutions	E-voting	10550114	116972	1.108727356	114460	2512	97.85247752	2.147522484
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	10550114	116972	1.108727356	114460	2512	97.85247752	2.147522484
<b>Total</b>		<b>83214302</b>	<b>31398330</b>	<b>37.73189133</b>	<b>27132496</b>	<b>4265834</b>	<b>86.41381882</b>	<b>13.58618118</b>

# **FINO PAYMENTS BANK LIMITED**

(CIN NUMBER: L65100MH2007PLC171959)

Registered Office: Mindspace Juinagar, 8<sup>th</sup> Floor, Plot No. Gen 2/1/E, Tower 1, TTC  
Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai, Thane - 400706.

## **CONSOLIDATED SCRUTINIZER'S** **REPORT**

ON

THE E-VOTING PROCESS (REMOTE E-VOTING) AND  
ELECTRONIC VOTING (E-VOTING) CONDUCTED AT  
THE 7<sup>TH</sup> ANNUAL GENERAL MEETING OF  
FINO PAYMENTS BANK LIMITED HELD THROUGH  
VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL  
MEANS ("OVAM") ON MONDAY, SEPTEMBER 25, 2023.



### REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies  
(Management and Administration) Rules, 2014 as amended]

To,

**Mr. Basavraj Loni**

**Company Secretary**

Fino Payments Bank Limited

7<sup>th</sup> Annual General Meeting of Fino Payments Bank Limited held on Monday, September 25, 2023 at 12:00 noon (IST) through Video Conferencing/Other Audio-Visual Means ("VC/OAVM")

Dear Sir,

I, **Tribhuwneshwar Kaushik**, Partner of **Kaushik Joshi & Co.**, Company Secretaries, having Office at 205, 2<sup>nd</sup> Floor, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097, appointed by the Board of **FINO PAYMENTS BANK LIMITED ("The Bank")** as the Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) conducted at the 7<sup>th</sup> Annual General Meeting ( "AGM" ) pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the 7<sup>th</sup> AGM of the Bank held *through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM")* on Monday, September 25, 2023 at 12:00 noon (IST). I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I submit report as under:

- a) The AGM is held in compliance with the Ministry of Corporate Affairs Circulars vide General Circular No. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (hereinafter collectively referred to as "**MCA Circulars**") and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 regarding holding of the AGM through Video Conferencing (VC) / Other Audi-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Bank, the Notice of the AGM along with the Annual Report 2022-23 has been sent on September 02, 2023 only through electronic mode to those Members whose e-mail addresses are registered with the **Bank, Registrar and Transfer Agent ("RTA") or Central Depository Services (India) Limited / National Securities Depository Limited ("Depositories")**
- b) Pursuant to MCA Circulars, Public Notice was published on Monday, September 04, 2023 in 'The Free Press Journal' and 'Financial Express' (English Newspapers)

and in Navshakti (Marathi Newspaper) specifying the date, time of the AGM, manner in which the members can attend the AGM and confirming the dispatch of the Notice.

- c) The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-Voting and the e-voting, provided at the AGM) to the Members on the resolutions proposed in the Notice calling the 7<sup>th</sup> AGM of the Bank was the responsibility of the Management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of the AGM *and render a consolidated scrutinizer's report on the voting to the Managing Director & CEO or Company Secretary* on the said resolutions.
- d) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by *National Securities Depository Limited ("NSDL")*
- e) The Members of the Bank as on the "**cut-off**" date i.e. Monday, September 18, 2023 were entitled to vote on the resolution *no's 1 to 6 as set out in the notice of AGM*.
- f) The remote e-voting period commenced on Friday, September 22, 2023 at 09:00 a.m. (IST) and concluded on Sunday, September 24, 2023 at 5:00 p.m. (IST) and the NSDL remote e-Voting portal was blocked thereafter.
- g) At the 7<sup>th</sup> AGM of the bank held on Monday, September 25, 2023, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the remote e-Voting to record their votes on the resolutions to be passed.
- h) After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Monday, September 25, 2023 around 01.12 p.m. in the presence of two witnesses who are not in the employment of the Bank.
- i) *I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 7<sup>th</sup> AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein by equity shareholders based on the data downloaded from the electronic voting system by the NSDL.*
- j) The results of the remote e-Voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

**1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION**

To receive, consider and adopt the audited financial statements of the Bank for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	214	31339712	99.8191
Electronic voting at the AGM	2	56415	0.1796
<b>TOTAL</b>	<b>216</b>	<b>31396127</b>	<b>99.9987</b>

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	7	381	0.0013
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>7</b>	<b>381</b>	<b>0.0013</b>

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**Total Number of Votes cast : 31396508      100.000%**  
**In favour : 31396127      99.9987%**  
**Against : 381      0.0013%**

**Resolution passed with requisite Majority**

**2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION**

To appoint a director in place of Mr. Rishi Gupta (DIN: 01433190), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	201	31339378	99.8351
Electronic voting at the AGM	1	51090	0.1627
<b>TOTAL</b>	<b>202</b>	<b>31390468</b>	<b>99.9978</b>

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	18	687	0.0022
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>18</b>	<b>687</b>	<b>0.0022</b>

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

Total Number of Votes cast : 31391155      100.000%  
In favour : 31390468      99.9978%  
Against : 687      0.0022%

**Resolution passed with requisite Majority**

**3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION**

To re-appoint and fix remuneration of M/s. A P Sanzgiri & Co, as Statutory Central Auditors of the Bank.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	204	31304460	99.7068
Electronic voting at the AGM	2	56415	0.1797
<b>TOTAL</b>	<b>206</b>	<b>31360875</b>	<b>99.8865</b>

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	16	35632	0.1135
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>16</b>	<b>35632</b>	<b>0.1135</b>

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid /	Total number of votes cast by them
Remote e-Voting	0	0
*Electronic voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

Total Number of Votes cast : 31396507      100.000%  
In favour : 31360875      99.8865%  
Against : 35632      0.1135%

**Resolution passed with requisite Majority**

**4. RESOLUTION NO. 4 AS AN ORDINARY RESOLUTION**

To increase the Authorised Share Capital of the Bank and Alteration of Capital Clause of Memorandum of Association of the Bank.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	200	27353118	87.1163
Electronic voting at the AGM	2	56415	0.1796
<b>TOTAL</b>	<b>202</b>	<b>27409533</b>	<b>87.2959</b>

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	21	3988874	12.7041
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>21</b>	<b>3988874</b>	<b>12.7041</b>

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

Total Number of Votes cast : 31398407      100.000%  
In favour : 27409533      87.2959%  
Against : 3988874      12.7041%

**Resolution passed with requisite Majority**

**5. RESOLUTION NO. 5 AS SPECIAL RESOLUTION**

To Approve 'Fino Payments Bank Limited - Employees Stock Option Policy, 2023'.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	193	27076081	86.2339
Electronic voting at the AGM	2	56415	0.1798
<b>TOTAL</b>	<b>195</b>	<b>27132496</b>	<b>86.4137</b>

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	27	4265884	13.5863
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>27</b>	<b>4265884</b>	<b>13.5863</b>

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**Total Number of Votes cast : 31398380      100.000%**  
**In favour : 27132496      86.4137%**  
**Against : 4265884      13.5863%**

**Resolution passed with requisite Majority**

**6. RESOLUTION NO. 6 AS SPECIAL RESOLUTION**

To consider and approve extension of the benefits of the Fino Payments Bank Limited- Employee Stock Option Policy - 2023', ("ESOP-2023") to the employees of Holding Company.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	193	27076081	86.2341
Electronic voting at the AGM	2	56415	0.1797
<b>TOTAL</b>	<b>195</b>	<b>27132496</b>	<b>86.4138</b>

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	26	4265834	13.5862
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>26</b>	<b>4265834</b>	<b>13.5862</b>

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

Total Number of Votes cast : 31398330      100.000%  
In favour : 27132496      86.4138%  
Against : 4265834      13.5862%

**Resolution passed with requisite Majority**



# **KAUSHIK JOSHI & Co.**

**Company Secretaries**

205, 2<sup>nd</sup> Floor, Nadiadwala Market,  
Poddar Road, Malad (East), Mumbai-  
400097  
Peer Review Certificate No. 1417/2021  
Mob: 09819416783/09323979978  
Email: [cskaushikjoshi@gmail.com](mailto:cskaushikjoshi@gmail.com)

Based on the foregoing, the Resolution No.(s) 1 to 6 have been passed with the requisite majority.

All the relevant records of Voting will be under my safe custody until the Chairman considers, approves and signs the Minutes of the 7<sup>th</sup> Annual General Meeting and the same shall be handed over to the Managing Director & CEO or the Company Secretary of the Bank for safe keeping.

Thanking You,

Sincerely,

**For KAUSHIK JOSHI & CO.**  
**Company Secretaries**

**For Fino Payments Bank Limited**

**Tribhuwneshwar Kaushik**  
**Partner**  
**Membership No FCS 10607**  
**CP No. 16207**  
**UDIN: F010607E001087155**

**Basavraj Loni**  
**Company Secretary & Compliance Officer**

Place: Mumbai  
Date: September 26, 2023