

July 03, 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: Postal Ballot 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 ("Listing Regulations"), we hereby enclose the results of the e-voting and Report of Mr. Tribhuwneshwar Kaushik, Partner of M/s Kaushik Joshi & Co., Practising Company Secretaries, the Scrutinizer appointed to scrutinize the Postal Ballot process.

Based on the Report of the Scrutinizer, we wish to inform you that the below mentioned resolutions proposed in the Postal Ballot Notice dated May 22, 2023 have been duly passed by the members of the Bank with requisite majority:

Item No.	Resolutions	Type of Resolution
1.	Payment of profit related commission to Non- Executive Independent Directors of the Bank	Ordinary
2.	Appointment of Mr. Pankaj Kumar (DIN: 07245781) as Non-Executive - Nominee Director on the Board of the Bank	Ordinary

The resolutions are deemed as passed on the last date of e-voting i.e. Sunday, July 02, 2023.

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

Name of the Company	FINO PAYMENTS BANK LIMITED
Date of AGM/EGM/Postal Ballot	Postal Ballot Notice date: May 22, 2023 E-voting start date: Saturday, June 03, 2023 E-voting end date: Sunday, July 02, 2023 (Resolution passed through Postal Ballot on Sunday, July 02, 2023)
Total No. of Shareholders as on Record Date (i.e. May 26, 2023)	78,015
No. of shareholders present in the meeting either in person or through proxy: a. Promoters and Promoter Group b. Public	NA
No. of Shareholders attended the meeting through Video Conferencing a. Promoters and Promoter Group b. Public	NA

Resolution No.		1						
Resolution Required (Ordinary/Special)		ORDINARY- Payment of profit related commission to Non- Executive Independent Directors 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	6,24,11,997	2,16,35,718	34.66596014	2,16,35,718	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	6,24,11,997	2,16,35,718	34.66596014	2,16,35,718	0	100	0
Public Institutions	E-voting	96,22,357	89,66,206	93.18097427	89,66,206	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	96,22,357	89,66,206	93.18097427	89,66,206	0	100	0
Public Non-Institutions	E-voting	1,11,79,948	41,505	0.371245018	20,737	20,768	49.9626551	50.0373449
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	1,11,79,948	41,505	0.371245018	20,737	20768	49.9626551	50.0373449
Total	Total	8,32,14,302	3,06,43,429	36.82471434	3,06,22,661	20,768	99.93222691	0.067773094

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No. of shareholders present in the meeting either in person or through proxy: a. Promoters and Promoter Group b. Public	NA
No. of Shareholders attended the meeting through Video Conferencing a. Promoters and Promoter Group b. Public	NA

Resolution No.		2						
Resolution Required (Ordinary/Special)		ORDINARY- Appointment of Mr. Pankaj Kumar (DIN: 07245781) as Non-Executive - Nominee Director on the Board 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	6,24,11,997	2,16,35,718	34.66596014	2,16,35,718	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		6,24,11,997	2,16,35,718	34.66596014	2,16,35,718	0	100
Public Institutions	E-voting	96,22,357	48,51,873	50.42291613	43,27,822	5,24,051	89.19899593	10.80100407
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		96,22,357	48,51,873	50.42291613	43,27,822	5,24,051	89.19899593
Public Non-Institutions	E-voting	1,11,79,948	41,673	0.372747709	27,199	14,474	65.26767931	34.73232069
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		1,11,79,948	41,673	0.372747709	27,199	14,474	65.26767931
Total		8,32,14,302	2,65,29,264	31.88065436	2,59,90,739	5,38,525	97.97007184	2.029928158

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
Thane 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, **Tribhuvneshwar Kaushik** Partner of M/s Kaushik Joshi & Co. Practicing Company Secretaries, appointed by the Board of Directors of **Fino Payments Bank Limited ("the Bank")** as the scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner with respect to the resolutions to be passed through Postal Ballot notice dated May 22, 2023. 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 was conducted in accordance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**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 08, 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 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**"), to transact the special business as set out hereunder by passing ordinary resolution(s) 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 **on Friday, June 02, 2023** to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on **Friday, May 26, 2023** (cut-off date) 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 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 **Friday, May 26, 2023** 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 Saturday, June 03, 2023** in **Financial Express & The Free Press Journal in English** and **Navshakti in Marathi**.
- 1.6 The remote e-voting **commenced on Saturday, June 03, 2023 at 9.00 a.m. (IST)** and **ended on Sunday, July 02, 2023 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 Sunday, July 02, 2023** and the e-voting summary statement was thereafter downloaded from the NSDL's e-voting website on **Monday, July 03, 2023 at 09:26 a.m.** in presence of two witnesses 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 through postal ballot on the Resolution(s) 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(s).

(2) A summary of the Postal Ballot votes cast through electronically is given below:

1. Payment of profit related commission to Non- Executive Independent Directors 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
309	3,06,22,661	99.9322

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
109	20,768	0.0678

(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: **3,06,43,429 - 100%**
 % of total votes cast in favor of the Resolution: **3,06,22,661 - 99.9322%**
 % of total votes cast against the Resolution: **20,768 - 0.0678%**

Resolution passed with requisite majority.

2. Appointment of Mr. Pankaj Kumar (DIN: 07245781) as Non-Executive - Nominee Director on the Board of the Bank

ORDINARY RESOLUTION:

(iv) Voted **in favour** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
341	2,59,90,739	97.9701

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
73	5,38,525	2.0299

(vi) **Invalid Votes:**

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

Total valid votes cast: **2,65,29,264 - 100%**
% of total votes cast in favor of the Resolution: **2,59,90,739 - 97.9701%**
% of total votes cast against the Resolution: **5,38,525 - 2.0299 %**

Resolution passed with requisite majority.

- (3) In view of the above results, I hereby certify that the Ordinary resolution(s) proposed at item no. 1 & 2 of the Postal Ballot Notice dated May 22, 2023 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

TRIBHUWNESHWAR

BHUWNESHWAR

KAUSHIK

Digitally signed by
TRIBHUWNESHWAR
BHUWNESHWAR KAUSHIK
Date: 2023.07.03 17:53:04 +05'30'

Tribhuwneshwar Kaushik – Partner

M. No. F10607

COP NO. 16207

UDIN: F010607E000533131

Place : Mumbai

Date : July 03, 2023

For Fino Payments Bank Limited

Basavraj Loni

Company Secretary & Compliance Officer