

July 28, 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: Outcome of the Board Meeting held on July 28, 2023

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we would like to inform that the Board of Directors ("Board") of Fino Payments Bank Limited ("Bank") at its meeting held today i.e. Friday, July 28, 2023 has inter-alia considered and approved:

- i. The Unaudited Financial Results of the Bank for the first quarter ended June 30, 2023 ("Financial Results") along with Limited Review Report issued by the Statutory Central Auditor of the Bank.

The Financial Results along with Limited Review Report issued by the Statutory Central Auditor of the Bank are enclosed herewith as **Annexure-A**.

- ii. The proposal for the transition of Bank into a Small Finance Bank, subject to fulfilling all the necessary requirements and obtaining the necessary statutory/ regulatory approvals.

The disclosure pursuant to SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circulars") is enclosed herewith as **Annexure-B**.

- iii. The Bank has received a letter from Fino PayTech Limited ('FPL'), the Holding Company of Bank, regarding a group corporate restructuring proposal. The Board at its meeting held today, has considered the said letter.

In this regard, the Board of the Bank has constituted a committee to explore the possibility of group corporate restructuring and evaluate the implications and other considerations of the same.

The corporate restructuring proposal, as and when approved by the Board, remains subject to approvals and consents as may be required from the relevant stakeholders under applicable law.

The details as required under SEBI Listing Regulations read with SEBI Circulars will be provided at an appropriate time.



- iv. The increase in Authorised Share Capital of the Bank from the existing Authorised Share Capital of ₹ 85,00,00,000/- (Rupees Eighty Five Crores Only) divided into 8,50,00,000 (Eight Crores Fifty Lakhs) Equity Shares having face value of ₹ 10 (Rupees Ten Only) each to ₹ 90,00,00,000 (Rupees Ninety Crores Only) divided into 9,00,00,000 (Nine Crores) Equity Shares having face value of ₹ 10 (Rupees Ten Only) each, by creation of additional 50,00,000 (Fifty Lakhs) Equity Shares having face value of ₹ 10 (Rupees Ten Only) each aggregating to ₹ 5,00,00,000 (Rupees Five Crores Only) ranking pari-passu with the existing Equity Shares of the Bank and consequent amendment in the Clause V of the Memorandum of Association of the Bank, subject to approval by the Reserve Bank of India and Shareholders of the Bank.
- v. Adoption of Fino Payments Bank Limited-Employee Stock Option Policy, 2023 (“ESOP 2023”) and to issue ESOPs pursuant to the same, subject to approval of Shareholders. The ESOP 2023 is in accordance with the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

The disclosure pursuant to SEBI Circulars is enclosed herewith as **Annexure-C**.

- vi. The appointment of Mr. Ashish Pathak, Senior Vice President in the Bank, as Chief Compliance Officer of the Bank in terms of the RBI Circular No. DoS.CO.PPG./SEC.02/11.01.005/2020-21 on Compliance functions in Banks and Role of Chief Compliance Officer (CCO) dated September 11, 2020.

The disclosure pursuant to SEBI Circulars is enclosed herewith as **Annexure-D**.

The meeting of the Board of Directors of the Bank commenced at 11:50 a.m. (IST) and concluded at 04:10 p.m. (IST).

This information is also available on the Bank’s website i.e. www.finobank.com

Kindly take the same on record.

Yours faithfully,

For Fino Payments Bank Limited



Basavraj Loni

Company Secretary & Compliance Officer

Place: Navi Mumbai



FINO PAYMENTS BANK LIMITED

CIN : L65100MH2007PLC171959

Registered Office: Mindspace Juinagar, Plot No Gen 2/1/F, Tower 1, 8th Floor, TTC Industrial Area, MIDC Shirawane, Navi Mumbai -400706

Website: <https://www.finobank.com>, Tel.: 022- 7104 7000**UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023**

(₹ in lakhs)

Sr No	Particulars	Quarter Ended			Year ended
		30.06.2023	31.03.2023	30.06.2022	31.03.2023
		Unaudited	Audited	Unaudited	Audited
1	Interest earned(a)+(b)+(c)+(d)	3,297	2,940	1,873	9,486
(a)	Interest/ discount on advances/ bills	0	0	0	1
(b)	Income on investments	2,474	2,197	1,063	6,651
(c)	Interest on balances with Reserve Bank of India and other inter-bank funds	823	697	604	2,573
(d)	Others	0	46	206	261
2	Other Income	31,534	29,403	27,032	1,13,505
3	Total Income(1+2)	34,831	32,343	28,905	1,22,991
4	Interest Expended	1,545	1,430	769	4,737
5	Operating Expenses (i)+(ii)	31,416	28,705	27,126	1,11,746
(i)	Employees cost	4,274	3,990	3,942	15,561
(ii)	Other operating expenses	27,142	24,715	23,184	96,185
6	Total Expenditure (4+5) excluding provisions and contingencies	32,961	30,135	27,895	1,16,483
7	Operating Profit before provisions and contingencies (3-6)	1,870	2,208	1,010	6,508
8	Provisions (other than tax) and Contingencies	-	-	-	-
9	Exceptional Items	-	-	-	-
10	Profit (+)/ Loss (-) from Ordinary Activities before tax (7-8-9)	1,870	2,208	1,010	6,508
11	Tax expense	-	-	-	-
12	Net Profit(+)/ Loss(-) from Ordinary Activities after tax (10-11)	1,870	2,208	1,010	6,508
13	Extraordinary items (net of tax expense)	-	-	-	-
14	Net Profit(+)/ Loss(-) for the period (12-13)	1,870	2,208	1,010	6,508
15	Paid-up equity share capital (Face Value of ₹10/- each)	8,321	8,321	8,321	8,321
16	Reserves excluding Revaluation Reserves				45,852
17	Analytical Ratios				
(i)	Percentage of shares held by Government of India	-	-	-	-
(ii)	Capital Adequacy Ratio (%)	78.09%	86.05%	106.02%	86.05%
(iii)	Earning per share (EPS) - (in ₹)				
(a)	Basic EPS before and after extraordinary items, net of tax expense (not annualised)	2.25	2.65	1.21	7.82
(b)	Diluted EPS before and after extraordinary items, net of tax expense (not annualised)	2.25	2.65	1.21	7.82
(iv)	NPA Ratios	NA	NA	NA	NA
(v)	Return on Assets % (Not annualised)	0.66%	0.90%	0.48%	2.64%
(vi)	Net Worth	56,044	54,173	48,675	54,173
(vii)	Outstanding redeemable preference shares	-	-	-	-
(viii)	Capital Redemption Reserve	-	-	-	-
(ix)	Debt: equity ratio	1.49	0.80	1.19	0.80
(x)	Total debts to Total Assets ¹	29.28%	17.60%	27.73%	17.60%

¹ Debt represents the total borrowings

SEGMENT REPORTING FOR THE QUARTER ENDED JUNE 30, 2023

(₹ in lakhs)

Sr No	Particulars	Quarter Ended			Year ended
		30.06.2023	31.03.2023	30.06.2022	31.03.2023
		Unaudited	Audited	Unaudited	Audited
1	Segment Revenue				
(a)	Corporate/ Wholesale Banking	-	-	-	-
(b)	Retail Banking	7,793	7,706	5,754	26,918
(c)	Treasury	3,296	2,863	1,670	9,194
(d)	Other Banking Operations	23,741	21,728	21,274	86,615
(e)	Unallocated	1	46	209	264
	Total [Items (a) to (e)]	34,831	32,343	28,906	1,22,991
	Less: Inter Segment Revenue	-	-	-	-
	Total Income	34,831	32,343	28,906	1,22,991
2	Segment Results(Profit+)/ Loss(-) before tax)				
(a)	Corporate/ Wholesale Banking	-	-	-	-
(b)	Retail Banking	3,513	3,834	2,383	12,256
(c)	Treasury	2,328	2,092	1,338	6,763
(d)	Other Banking Operations	2,210	2,162	1,475	8,198
	Total [Items (a) to (d)]	8,051	8,088	5,196	27,217
	Less: (i) Interest	-	-	-	-
	(ii) Other Un-allocable Expenditure net off	6,182	5,926	4,395	20,973
	(iii) Un-allocable income	-	-	-	-
	Total Profit Before Tax	1,870	2,208	1,010	6,508
3	Segment Assets				
(a)	Corporate/Wholesale Banking	-	-	-	-
(b)	Retail Banking	12,057	7,735	4,323	7,735
(c)	Treasury	2,14,691	1,79,779	1,66,226	1,79,779
(d)	Other Banking Operations	32,381	33,889	23,504	33,889
(e)	Unallocated	26,025	25,237	15,530	25,237
	Total	2,85,154	2,46,640	2,09,583	2,46,640
4	Segment Liabilities				
(a)	Corporate/Wholesale Banking	-	-	-	-
(b)	Retail Banking	98,017	97,737	59,869	97,737
(c)	Treasury	62,814	20,177	45,567	20,177
(d)	Other Banking Operations	61,084	65,860	47,093	65,860
(e)	Unallocated	6,001	7,612	7,780	7,612
	Total	2,27,917	1,91,386	1,60,309	1,91,386
5	Total Capital & Reserves	57,237	55,254	49,274	55,254
6	Total (4)+(5)	2,85,154	2,46,640	2,09,583	2,46,640



Notes:

1. The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors of the Bank at its meeting held on July 28, 2023. The financial results for the quarter ended June 30, 2023 have been subjected to limited review by A P Sanzgiri & Co, Chartered Accountants, the statutory auditors of the Bank. The financial results for the quarter ended June 30, 2022 have been subjected to limited review by M S K C & Associates, Chartered Accountants, the statutory auditors of the Bank.
2. The Statement include the figures for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the financial year 2022-23 and the published unaudited year to date figures up to December 31, 2022.
3. These financial results have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder, the relevant provisions of the Banking Regulation Act, 1949, the circulars, guidelines and directions issued by the Reserve Bank of India ("the RBI") from time to time ('RBI Guidelines') and other accounting principles generally accepted in India, and is in compliance with the presentation and disclosure requirements of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended including relevant circulars issued by the SEBI from time to time.
4. The Capital adequacy ratio ("CRAR") has been computed as per operating guidelines for Payments Banks in accordance with RBI circular No.DBR.NBD.No.25/16.13.218/2016-17 dated October 6, 2016 and RBI notification no. DBR.NBD.No.4503/16.13.218/2017-18 dated 08 November 2017. Payments Banks are exempted from maintaining capital for market risk and operational risk. However, Bank, as a conservative approach, has provided Market Risk Capital (MRC) Charge on its overall investment portfolio and foreign currency assets. The Bank has followed Basel II standardized approach for credit risk in accordance with the operating guidelines issued by the Reserve Bank of India for Payments Banks.
5. In accordance with RBI guidelines on 'Basel II Capital Regulations', read together with the RBI Circular dated July 1, 2015, the Pillar 3 disclosure (Unaudited) at 30 June 2023 have since been made available at <https://www.finobank.com/investor-relations/>.
6. The Bank has applied its significant accounting policies in the preparation of these financial results that are consistent with those followed in the annual financial statements for the year ended March 31, 2023. Any circular/ direction issued by RBI is implemented prospectively when it becomes applicable, unless specifically required under those circulars/ directions.
7. The disclosure relating to segment information is in accordance with Accounting Standard 17 Segment Reporting (AS-17) and as per guidelines issued by Reserve Bank of India (RBI) in this regard.
8. The Bank measures compensation cost relating to the employee stock options using the fair value method. The fair value of stock options is estimated on the date of grant using the Black- Scholes model.
9. Potential equity shares are not considered for the calculation of Dilutive EPS since the fair market value is less than the exercise price of the options.
10. Other income relates to fees and commission earned from Current Account & Savings Account (CASA), micro-ATMs and Aadhaar Enabled Payment System (AePS) transactions, domestic remittances, issuing of debit cards, third party products including insurance and gold loans, Business Correspondent Banking and Cash Management Services.



11. Other operating expenses includes commission paid to Business Correspondents, Interchange expenses and NPCI Switching fees among others.
12. The Bank has not created any provision for income tax, as bank has sufficient brought forward losses as per income tax act 1961.
13. The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. The effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are not yet issued. The Bank will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.
14. Figures of the previous periods have been regrouped/ reclassified wherever necessary to confirm to current period's classification.

For Fino Payments Bank Limited



Rishi Gupta

Managing Director & CEO

DIN : 01433190



Place : Navi Mumbai

Date :28 July ,2023



INDEPENDENT AUDITORS' REVIEW REPORT ON UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023 OF FINO PAYMENTS BANK LIMITED PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 (as amended)

To

The Board of Directors
Fino Payments Bank Limited

1. We have reviewed the accompanying unaudited Financial Results for the Quarter ended June 30, 2023 (the "Statement") of Fino Payments Bank Limited (the "Bank"), being submitted by the Bank pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015").
2. The Statement, which is the responsibility of the Bank's Management and has been approved by the Bank's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25, Interim Financial Reporting ("AS 25"), prescribed under Section 133 of the Companies Act, 2013, the relevant provisions of the Banking Regulation Act, 1949, the circulars, guidelines and directions issued by the Reserve Bank of India ("the RBI") from time to time ('RBI Guidelines') and other accounting principles generally accepted in India, and is in compliance with the presentation and disclosure requirements of the Listing Regulations, 2015 including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of bank personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the recognition and measurement principles laid down in AS 25 prescribed under Section 133 of the Companies Act, 2013, the RBI Guidelines and other accounting principles



generally accepted in India and has not disclosed the information required to be disclosed in accordance with the requirements of the Listing Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement, or that it has not been prepared in accordance with the relevant prudential norms issued by the Reserve Bank of India (RBI) in respect of Income recognition, asset classification, provisioning and other related matters, except for the disclosures as stated in Note 5 to the Statement relating to Pillar 3 disclosure as at June 30, 2022, under Basel II Capital Regulations, as have been disclosed on the Bank's website and in respect of which a link has been provided in the Statement, and have not been reviewed by us.

5. The financial results of the Bank for the quarter ended June 30, 2022 were reviewed by M S K C & Associates, who vide their report dated July 27, 2022, expressed an unmodified conclusion on those financial results. Accordingly, A P Sanzgiri & Co do not express any conclusion/opinion on the figures reported for the quarter ended and as at June 30, 2022 in the Statement.

For A P Sanzgiri & Co
Chartered Accountants
Firm Registration Number: 116293W



Abhijit Sanzgiri
Partner
Membership Number: 043230
UDIN: 23043230BGWNFB2183



Place: Mumbai
Date: July 28, 2023

Disclosure pursuant to SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Adoption of New Line of Business

Particulars	Remarks
Industry or area to which the new line of business belongs	Small Finance Banks
Expected Benefits	Pursuant to approval of RBI, the Bank will get benefits from the small finance bank business as permitted under the Guidelines for 'on tap' Licensing of Small Finance Banks in the Private Sector ('the Guidelines') dated December 5, 2019 as amended from time to time and subject to such other condition as may be prescribed by RBI in the licence to carry on the business of a small finance bank.
Estimated Amount to be Invested	This information is not available at current stage. The same will be disclosed as and when it is available.




Disclosure pursuant to SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Particulars	Remarks						
Brief details of options granted	Not Applicable The details of options granted will be informed to Stock Exchange upon grant of options						
Whether the scheme is in terms of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021?	Yes						
Total number of shares covered by these options	10,90,625 Equity Shares of Rs. 10/- each of the Bank						
Pricing Formula	The exercise price for options shall be at 25% discount of Market Price which shall not be less than the face value of the Equity Shares of the Bank.						
Option Vested	Options granted under ESOP, 2023 would vest as under: <table border="1" style="margin-left: 20px;"> <tr> <td>At the end of First (1st) Year from the date of Grant of Options</td> <td>33.33% of Options so granted</td> </tr> <tr> <td>At the end of Second (2nd) Year from the date of Grant of Options</td> <td>33.33% of Options so granted</td> </tr> <tr> <td>At the end of Third (3rd) Year from the date of Grant of Options</td> <td>Balance 33.33% of Options so granted</td> </tr> </table>	At the end of First (1 st) Year from the date of Grant of Options	33.33% of Options so granted	At the end of Second (2 nd) Year from the date of Grant of Options	33.33% of Options so granted	At the end of Third (3 rd) Year from the date of Grant of Options	Balance 33.33% of Options so granted
At the end of First (1 st) Year from the date of Grant of Options	33.33% of Options so granted						
At the end of Second (2 nd) Year from the date of Grant of Options	33.33% of Options so granted						
At the end of Third (3 rd) Year from the date of Grant of Options	Balance 33.33% of Options so granted						
Time within which option may be exercised	The said options shall be exercised by the eligible employee of the Bank, within a period mentioned below: <ul style="list-style-type: none"> i. While in employment: 5 years ii. Post resignation/termination of employment: 3 years 						
Options exercised	Not Applicable						
Money realized by exercise of options	Not Applicable						
The total number of shares arising as a result of	10,90,625 Equity Shares will be allotted upon exercise of 10,90,625 ESOPs						

exercise of option	
Option lapsed	Not Applicable
Variation of terms of options	Not Applicable
Brief details of significant terms	The objective of the ESOP, 2023 is to reward the Employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Bank. The Bank also intends to use this Policy to attract and retain talent in the Bank. The Bank views employee stock options as instruments that would enable the Employees to share the value they create for the Bank in the years to come.
Subsequent changes or cancellation or exercise of such options	Not Applicable
Diluted earnings per share pursuant to issue of Equity Shares on exercise of options	Not Applicable



Disclosure pursuant to SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Name of Chief Compliance Officer	Mr. Ashish Pathak
Reason for change	Appointment
Date of appointment	July 28, 2023
Brief Profile	<p>Mr. Ashish Pathak is Master of Marketing Management with 16 years of experience in a public sector bank, private sector banks and at a multinational company. He held various responsibilities with ICICI Bank, IDBI Bank, Axis Bank, IDFC Bank and ORIX India Group.</p> <p>He is a specialized professional in Anti Money Laundering (AML) & Know your Customer (KYC) Guidelines. Experienced in whistle-blow/ fraud investigations and internal incidents. He possesses rich experience in designing internal governance frameworks, compliance risk assessments, outsourcing guidelines and code of conduct for internal employees and vendors.</p>


