

June 02, 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: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find a copy of the Postal Ballot Notice dated May 22, 2023 together with the Explanatory Statement thereto ("**Postal Ballot Notice**"), for seeking approval of the Members of Fino Payments Bank Limited ("**Bank**") on the Special Business stated below and as contained in the Postal Ballot Notice, by passing Ordinary Resolutions through Postal Ballot (only by means of remote e-voting process), pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and 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, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 ("**MCA Circulars**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and any other applicable laws, rules, and regulations:

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

In compliance with the applicable MCA circulars, the Postal Ballot Notice is being sent to all members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email address is registered with NSDL/CDSL and/or KFin Technologies Limited ("**RTA**") as on Friday, May 26, 2023 ("**cut-off date**").

The Bank has engaged the services of NSDL for facilitating remote e-voting to enable the members to cast their votes electronically. The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Saturday, June 03, 2023 at 9:00 a.m. (IST) and ends on Sunday, July 02, 2023 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL thereafter.

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

The Postal Ballot Notice is also available on the Bank's website at www.finobank.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and also on the e-voting website of NSDL at <https://www.evoting.nsdl.com>.

The results of the Postal Ballot will be announced on or before Tuesday, July 04, 2023.

Kindly take the same on record.

Yours faithfully,

For **Fino Payments Bank Limited**

Basavraj Loni

Company Secretary & Compliance Officer

Place: Navi Mumbai

Encl.: As above

FINO PAYMENTS BANK LIMITED

Registered Office: Mindspace Juinagar, 8th Floor, Plot No. Gen 2/1/F, Tower 1, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai, Thane - 400706
CIN: L65100MH2007PLC171959 E-mail: cs@finobank.com
Website: www.finobank.com Phone: +91 22 7104 7000

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

VOTING STARTS ON	VOTING ENDS ON
Saturday, June 03, 2023, at 9:00 a.m. (IST)	Sunday, July 02, 2023, at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to 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 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, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively the "**MCA Circulars**"), to transact the special business as set out hereunder by passing Ordinary Resolutions by the Members of Fino Payments Bank Limited ("**Bank**") through Postal Ballot via remote Electronic Voting ("**e-Voting**") only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act read with the Rules made thereunder, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ("**Notice**").

In terms of the MCA Circulars, the Bank is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Bank/Depositories/RTA. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system. In respect of those Members who have not registered their email ids, the Company has provided the mechanism in this Notice to register their email ids.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Bank is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The Bank has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Bank www.finobank.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Sunday, July 02, 2023. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. Payment of profit related commission to Non- Executive Independent Directors of the Bank

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Banking Regulation Act, 1949, applicable rules, circulars and guidelines issued by the Reserve Bank of India (“RBI”) in relation to the payment of profit related commission to the Non- Executive Independent Directors, Section 197, Section 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Compensation Policy and the provisions of the Articles of Association of Fino Payments Bank Limited (“Bank”) and subject to necessary approvals, if required, from the RBI or any other authority(ies), consent of the Members be and is hereby accorded for the payment of compensation to each Non-Executive Independent Director of the Bank (except Part Time Chairperson) by way of profit related commission up to Rs. 10,00,000 (Rupees Ten Lakhs Only) per annum and up to Rs. 15,00,000 (Rupees Fifteen Lakhs Only) per annum to Part Time Chairperson, subject to the total compensation not exceeding 1% of the profit of the Bank for the relevant financial year, for a period of three (3) years with effect from financial year 2022-23, as may be determined by the Board of Directors of the Bank (“Board”) from time to time, in addition to payment of sitting fees and reimbursement of out of pocket expenses for attending the meetings of Board and Committees thereof.

RESOLVED FURTHER THAT the Board (which shall include Nomination and Remuneration Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required with power to settle all questions, difficulties or doubts that may arise in regard to the above resolution as it may in its absolute discretion, deem necessary or desirable and to delegate all or

any of its powers conferred herein to any director(s) of the Bank to give effect to this resolution.”

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

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152, Section 161 (3) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), applicable provisions of the Banking Regulation Act, 1949, relevant guidelines and circulars issued by the Reserve Bank of India (“**RBI**”) from time to time for Payments Bank and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of Fino Payments Bank Limited (“**Bank**”) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, consent of the Members be and is hereby accorded for the appointment of Mr. Pankaj Kumar (DIN: 07245781) as a Non-Executive - Nominee Director (i.e Nominee of Fino PayTech Limited, Holding Company) on the Board of the Bank with effect from April 11, 2023, not liable to be retire by rotation.”

Registered Office:

Mindspace Juinagar, 8th Floor,
Plot No. Gen 2/1/F, Tower 1,
TTC Industrial Area, MIDC Shirwane,
Juinagar, Navi Mumbai, Thane -400706
CIN: L65100MH2007PLC171959
Email: cs@finobank.com
Website: www.finobank.com

By Order of the Board of Directors
Fino Payments Bank Limited

Sd/-
Basavraj Loni
Company Secretary & Compliance Officer
ICSI Membership No. ACS: 23095

Place: Navi Mumbai
Date: May 22, 2023

NOTES:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“Act”), setting out all material facts relating to the resolution in this Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. 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 facility provided by listed entities, and the applicable MCA circulars, the Bank is pleased to offer remote e-voting facility to members to cast their vote electronically.
3. The Bank has engaged the services of National Securities Depositories Limited (“NSDL” or “Service Provider”) for facilitating remote e-voting to enable the members to cast their votes electronically.
4. In accordance with the MCA circulars, the Bank is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot.
5. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, May 26, 2023 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings, if any, with the Registrar and Share Transfer Agent of the Bank, KFin Technologies Limited (the “RTA”), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only. This Notice is also available at the Bank’s website: www.finobank.com and the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Bank as on the Cut-Off Date.

It is however, clarified that all Members of the Bank as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Bank /RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

6. The remote e-voting shall commence on Saturday, June 03, 2023 at 9:00 a.m. (IST) and shall end on Sunday, July 02, 2023 at 5:00 p.m. (IST). During this period, members of the Bank holding

shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

7. The Board of Directors has appointed Mr. Tribhuvneshwar Kaushik and in his absence, Mr. Savyasachi Joshi of M/s. Kaushik Joshi & Co., Practising Company Secretaries., as the Scrutinizer, for scrutinizing the Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to any Director or Company Secretary as authorized by the Board of Directors, after scrutiny of the votes cast, on the result of the Postal Ballot process on or before Tuesday, July 04, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
9. The Result declared along with the Scrutinizer's Report shall be placed on the Bank's website www.finobank.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by any Director or Company Secretary as authorized by the Board of Directors, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Bank are listed. The results shall also be displayed on the notice board at the Registered Office of the Bank.
10. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Sunday, July 02, 2023.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members until 5:00 p.m. (IST) of the last date of voting of this Postal Ballot i.e. till Sunday, July 02, 2023. Members who wish to inspect the documents are requested to send an email to cs@finobank.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID and the documents they wish to inspect.
13. **Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this notice:**
 - a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@finobank.com .
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@finobank.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Sr. No. 14 - **Step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 - c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

- d. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

14. The instructions for Members for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

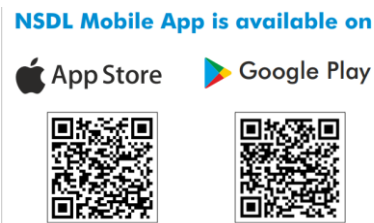
In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-</p>

Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com/ and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <https://www.cdslindia.com> home page. The

	system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login, can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login, can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com> with your existing IDeAS login. Once you log-in to NSDL e-services after

using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 119627 then user ID is 119627001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 13 & 14 of this Notice.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option is available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option is available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of Fino Payments Bank Limited.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to caskaushikjoshi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five

unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries/issues or grievances you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav, Assistant Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 at evoting@nsdl.co.in.

Registered Office:

Mindspace Juinagar, 8th Floor,
Plot No. Gen 2/1/F, Tower 1,
TTC Industrial Area, MIDC Shirwane,
Juinagar, Navi Mumbai, Thane -400706
CIN: L65100MH2007PLC171959
Email: cs@finobank.com
Website: www.finobank.com

By Order of the Board of Directors
Fino Payments Bank Limited

Sd/-
Basavraj Loni
Company Secretary & Compliance Officer
ICSI Membership No. ACS: 23095

Place: Navi Mumbai
Date: May 22, 2023

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”)****Item no.1****Payment of profit related commission to Non- Executive Independent Directors of the Bank**

In terms of Section 149(9) of the Act, an Independent Director may receive remuneration by way of fee provided in Section 197(5), reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

Currently, the Independent Directors of the Bank are being paid sitting fees and reimbursement of expenses for participation in the Board and Committee meetings as approved by the Board in accordance with the provisions of the Companies Act, 2013 (“Act”). Further, the Non-Executive Nominee Directors are not being paid any remuneration/ sitting fees.

RBI on June 01, 2015, issued the Guidelines on Compensation of Non-executive Directors of Private Sector Banks (“RBI Guidelines”). In terms of the RBI Guidelines, in addition to sitting fees and expenses related to attending meetings of the Board and its Committees as per extant statutory norms/ practices, the Bank may provide for payment of compensation in the form of profit related commission to the Non-Executive Directors including Independent Directors (other than the Part-time Chairperson), commensurate with an individual Director’s responsibilities and demands on time which are considered sufficient to attract qualified competent individuals, however, such compensation to each Non-Executive Independent Director (other than the Part-time Chairperson) shall not exceed Rs. 10 lakh per annum. Further the payment of compensation in the form of profit related commission to the Part-Time Chairman requires prior approval of RBI.

Pursuant to the provisions of Section 197(4) of the Companies Act, 2013 read with the Articles of Association of the Bank, the proposed compensation requires approval of the Members by way of an Ordinary Resolution.

In view of the above and considering the onerous responsibilities cast upon the Non-Executive Independent Directors and amount of time and effort devoted by them to the directorship of the Bank, their individual skill sets, experience, qualifications, time commitments and effective participation in the Board and Committee meetings, approval of the Members is being sought for the payment of compensation to each Non-Executive Independent Director of the Bank (except Part Time Chairperson) by way of profit related commission up to Rs. 10,00,000 (Rupees Ten Lakhs Only) per annum and up to Rs. 15,00,000 (Rupees Fifteen Lakhs Only) per annum to Part Time Chairperson, subject to the total compensation not exceeding 1% of the profit of the Bank for the relevant financial year, for a period of three (3) years with effect from financial year 2022-23, in addition to payment of sitting fees and reimbursement of out of pocket expenses for attending the meetings of Board and Committees thereof.

The Board based upon the recommendation of Nomination and Remuneration Committee (“NRC”) and in terms of the Compensation Policy, shall from time to time determine the quantum of such compensation to be paid to each eligible Non-executive Independent Director within the limit

prescribed hereinabove. While considering the aforesaid compensation, the Board/ NRC shall consider the integrity, time commitment, inputs provided during the proceedings of the meetings etc. by the Non-Executive Independent Directors of the Bank.

The information pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been given as **Annexure – A**.

Except Non-Executive Independent Directors including Part-time Chairperson of the Bank and their relatives, none of the Directors, Key Managerial Personnel of the Bank and/ or their relatives are, in any way, financially or otherwise, concerned or interested, in the passing of this resolution.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 1 of this Notice for approval of the Members.

Item No. 2

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

Clause No. 104 of the Articles of Association (“**AoA**”) of the Bank provides that, “The Board shall with the approval of the Company in General meeting appoint the non-retiring Directors from persons nominated by Fino Paytech Limited, so long as Fino Paytech Limited singly or in aggregate holds not less than 40% of the paid-up equity share capital in the Company.”

Presently, Fino PayTech Limited (“**FPL**”), the Holding Company, holds 75% of the paid-up equity share capital in the Bank. Accordingly, pursuant to aforesaid clause in AoA, FPL has exercised its aforesaid right and sent a nomination letter nominating Mr. Pankaj Kumar (DIN: 07245781) to be appointed as a Non-Executive Nominee Director (i.e Nominee of Fino PayTech Limited, Holding Company) on the Board of the Bank, subject to approval of the members.

In view of the above, the Board of Directors of the Bank, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(3) of the Act read with AoA of the Bank and subject to approval of the members, had approved the appointment of Mr. Pankaj Kumar as a Non-Executive Nominee Director (i.e Nominee of Fino PayTech Limited, Holding Company) on the Board of the Bank with effect from April 11, 2023.

The Bank has received consent and other requisite documents/disclosure required under the Act, SEBI Listing Regulations and RBI Guidelines from Mr. Pankaj Kumar. Mr. Pankaj Kumar has confirmed that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other authority. Further, Mr. Pankaj Kumar has also confirmed that he is

not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as a Non-Executive Nominee Director on the Board of the Bank.

The information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India is given in **Annexure-B**.

The Board of Directors of the Bank is of the opinion that Mr. Pankaj Kumar is a person of integrity and considering his fit and proper status, qualifications, extensive experience in Business Finance, International Trade, Treasury Management, Risk Management, Taxation, his association would be of immense benefit and value to the Bank.

Accordingly, the approval of the Members is being sought for the appointment of Mr. Pankaj Kumar as a Non-Executive Nominee Director (i.e Nominee of Fino PayTech Limited, Holding Company) on the Board of the Bank, not liable to retire by rotation.

Except for Mr. Pankaj Kumar and his relatives, none of the other Directors and the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in passing of the Ordinary Resolution as set out in Item No. 2 of this Notice.

The Board of Directors of the Bank recommends the Ordinary Resolution set out at Item No. 2 for the approval of the Members.

Registered Office:

Mindspace Juinagar, 8th Floor,
Plot No. Gen 2/1/F, Tower 1,
TTC Industrial Area, MIDC Shirwane,
Juinagar, Navi Mumbai, Thane -400706
CIN: L65100MH2007PLC171959
Email: cs@finobank.com
Website: www.finobank.com

By Order of the Board of Directors

Fino Payments Bank Limited

Sd/-

Basavraj Loni

Company Secretary & Compliance Officer

ICSI Membership No. ACS: 23095

Place: Navi Mumbai

Date: May 22, 2023

Information of Non-Executive Independent Directors pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

Name of the Director and DIN	Mr. Rakesh Bhartia (DIN: 00877865)
Designation	Part-Time Chairperson* & Independent Director
Age	54 years
Qualifications	Bachelor of Commerce with Honors, Chartered Accountant, Company Secretary & Cost Accountant
Experience / Brief Profile	<p>Mr. Rakesh Bhartia, is a Sr Advisor to a few large Indian business houses and is also on the board of multiple companies in diverse industries ranging from Digital Fintech to Clinical Research.</p> <p>Mr. Bhartia was the CEO of India Glycols Limited (IGL) for 11 years until August, 2020. Prior to joining IGL, Mr. Bhartia was CEO of Bajaj Hindustan Ltd., India's largest manufacturer of sugar and ethanol.</p> <p>He started his career in 1992 with ICICI Securities & Finance Company Ltd (a JV between ICICI and JP Morgan). He has worked in various Banks including Standard Chartered Grindlays Bank, Bank of America and Rabobank. He has wide exposure to investment banking, corporate finance and commercial banking related activities.</p> <p>Mr. Rakesh Bhartia is also the Past President of Indian Chemical Council (ICC), the apex national industry body.</p> <p>Mr. Rakesh Bhartia, by qualification is a Chartered Accountant, Company Secretary and Cost Accountant.</p>
Date of first appointment on the Board	July 27, 2022
Number of Meetings of the Board attended during the year (FY 2023-24)	2/2
Directorships held in other companies (Except Section 8 and Foreign Companies)	<ul style="list-style-type: none"> • Aravali Securities and Finance Limited • Bionees India Private Limited • Premium Motion Private Limited • Veeda Clinical Research Limited

	<ul style="list-style-type: none"> • CEIUCI Enterprises Private Limited • Epsilon Advanced Materials Private Limited 			
Memberships/Chairpersonships of Committees of other Boards	S.No.	Name of Company	Name of Committee	Position Held
	1.	Aravali Securities and Finance Limited	Audit Committee	Chairman
			Nomination and Remuneration Committee	Member
	2.	Veeda Clinical Research Limited	Audit Committee	Chairman
			Nomination and Remuneration Committee	Member
	Number of shares held in the Bank (including shareholding as a beneficial owner)	Nil		
Terms and conditions of appointment including details of remuneration sought to be paid	Mr. Rakesh Bhartia has been appointed as an Independent Director for a period of 5 consecutive years with effect from July 27, 2022 to July 26, 2027, not liable to retire by rotation. He shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for attending Board and Committee meetings and the profit related commission as proposed in Item No. 01 of this Postal Ballot Notice.			
Remuneration last drawn	Sitting fees for the financial year 2022-23 – Rs. 7,00,000			
Nature of expertise in specific functional areas	Investment & Corporate Banking, extensive exposure to Risk Mitigation & Management, Strategic & Corporate Restructuring.			
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None			

**RBI approval pending*

Name of the Director and DIN	Mr. Suresh Kumar Jain (DIN: 05103064)			
Designation/Category	Independent Director			
Age	69 years			
Qualifications	BSc (Hons), MA (Eco) DPM&LW, CAIIB			
Experience / Brief Profile	<p>Suresh Kumar Jain is an independent director in our Bank. He holds a bachelor's degree in science (honors), Master's in Economics, and Diploma in Personnel Management & Labour Welfare.</p> <p>He is a certified associate of the Indian Institute of Bankers. He has been a banker for over 36 years and was a General Manager on Bank of India.</p> <p>He was selected by Government of India as Executive Director of Union Bank of India and retired in May 2014. Besides his experience in domestic market he has experience in dealing in credit and foreign exchange, with stints in London and Hong Kong.</p>			
Date of first appointment on the Board	January 16, 2019			
Number of Meetings of the Board attended during the year (FY 2023-24)	2/2			
Directorships held in other companies (Except Section 8 and Foreign Companies)	<ul style="list-style-type: none"> • PC Jeweller Limited • Anand Rathi Global Finance Limited • IFCI Factors Limited 			
Memberships/Chairpersonships of Committees of other Boards	Sr. No.	Name of the Company	Name of the Committee	Position held (Chairperson/Member)
	1.	PC Jeweller Limited	Nomination & Remuneration Committee	Member
	2.	IFCI Factors Limited	Audit Committee	Chairperson
			Nomination & Remuneration Committee	Chairperson
			Committee of Directors	Chairperson
			Recovery Committee	Chairperson
		Risk	Member	

			Management and Asset Liability Management Committee	
	3.	Anand Rathi Global Finance Limited	Audit Committee	Member
			Nomination & Remuneration Committee	Chairman
Number of shares held in the Bank (including shareholding as a beneficial owner)	Nil			
Terms and conditions of appointment including details of remuneration sought to be paid	Mr. Suresh Kumar Jain has been appointed as an Independent Director for a period of 5 consecutive years with effect from January 16, 2019 to January 15, 2024, not liable to retire by rotation. He shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for attending Board and Committee meetings and the profit related commission as proposed in Item No. 01 of this Postal Ballot Notice.			
Remuneration last drawn	Sitting fees for the financial year 2022-23 – Rs. 23,75,000			
Nature of expertise in specific functional areas	Economics, Finance, Risk Management & Banking.			
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None			

Name of the Director and DIN	Mrs. Deena Asit Mehta (DIN: 00168992)
Designation	Independent Director
Age	62 years
Qualifications	B.Com(H), Chartered Accountant, Master's in Management Studies from SVKM's NMIMS
Experience / Brief Profile	Deena Asit Kumar Mehta is an independent director in our Bank. She holds a bachelor's degree in commerce and a master's degree in management studies. She is also a qualified chartered accountant and a member of ICAI. She has also completed a Post

	Graduate Diploma Course in securities law from Government Law College, Mumbai. She was a director and also served as acting president of BSE Limited. She was also a director of Central Depository Services Limited. At present she holds the position of director of Asit C. Mehta Investment Intermediaries Limited. She is also a fellow at Securities and Investment Institute.			
Date of first appointment on the Board	March 19, 2020			
Number of Meetings of the Board attended during the year (FY 2023-24)	2/2			
Directorships held in other companies (Except Section 8 and Foreign Companies)	<ul style="list-style-type: none"> Asit C Mehta Financial Services Limited Gandhar Oil Refinery (India) Limited Reliance Asset Reconstruction Company Limited Asit C Mehta Investments Interrmediates Limited 			
Memberships/Chairpersonships of Committees of other Boards	Sr. No.	Name of the Company	Name of the Committee	Position held (Chairperson/Member)
	1.	Asit C Mehta Financial Services Limited	Stakeholders Relationship Committee	Chairperson
	2.	Reliance Asset Reconstruction Company Limited	Nomination & Remuneration Committee	Member
			Corporate Social Responsibility Committee	Member
			Investment Committee	Member
			Review Committee on Willful Defaulter	Member
			Audit Committee	Member
	3.	Gandhar Oil Refinery (India) Limited	Audit Committee	Chairman
			Nomination &	Member

	Remuneration Committee
Number of shares held in the Bank (including shareholding as a beneficial owner)	Nil
Terms and conditions of appointment including details of remuneration sought to be paid	Mrs. Deena Asit Mehta has been appointed as an Independent Director for a period of 5 consecutive years with effect from March 19, 2020 to March 18, 2025, not liable to retire by rotation. She shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for attending Board and Committee meetings and the profit related commission as proposed in Item No. 01 of this Postal Ballot Notice.
Remuneration last drawn	Sitting fees for the financial year 2022-23 – Rs. 21,25,000
Nature of expertise in specific functional areas	Accountancy, Economics, Finance, Law & Risk Management
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None

Name of the Director and DIN	Mr. Rajat Kumar Jain (DIN: 00046053)
Designation	Independent Director
Age	60 years
Qualifications	PGDBM from the Indian Institute of Management, Ahmedabad. B Tech, Electrical Engineering from the Indian Institute of Technology, New Delhi.
Experience / Brief Profile	<p>Rajat Kumar Jain is an independent director in our Bank. He is an alumnus of IIT Delhi and IIM Ahmedabad.</p> <p>He has over 30 years of experience in helping various leadership roles in sectors across Consumer, Telecom, Media & Technology in India. He is the Founder Director of PadUp Ventures, a knowledge and mentoring platform, which provides deep mentoring and incubation services to early stage tech startups across sectors including Fintech. He also serves as non-executive director on several boards and advisory boards.</p> <p>Having worked across Consumer, Telecom, Media & Technology sectors, he has acquired expertise in distribution, sales and</p>

	commercial; understanding consumers and enterprises across various spaces, building and working with teams and growing businesses that revolve around services & brands. He has also built multifunctional expertise, strong market and industry knowledge and an enviable industry network.			
Date of first appointment on the Board	November 02, 2020			
Number of Meetings of the Board attended during the year (FY 2023-24)	2/2			
Directorships held in other companies (Except Section 8 and Foreign Companies)	<ul style="list-style-type: none"> • Kaleidoscope Events Private Limited • Sanderson Solutions International (India) Private Limited • Padup Ventures Private Limited • Droom Technology Limited • Mahindra Holidays & Resorts India Limited • Aditya Birla Finance Limited 			
Memberships/Chairpersonships of Committees of other Boards	S.No.	Name of Company	Name of Committee	Position Held
	1.	Aditya Birla Finance Limited	IT Strategy Committee	Chairman
	2.	Droom Technology Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Member
Number of shares held in the Bank (including shareholding as a beneficial owner)	Nil			
Terms and conditions of appointment including details of remuneration sought to be paid	Mr. Rajat Kumar Jain has been appointed as an Independent Director for a period of 5 consecutive years with effect from November 02, 2020 to November 01, 2025, not liable to retire by rotation. He shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for attending Board and Committee meetings and the profit related commission as proposed in Item No. 01 of this Postal Ballot Notice.			

Remuneration last drawn	Sitting fees for the financial year 2022-23 – Rs. 22,25,000
Nature of expertise in specific functional areas	Business Management, Consumer, Telecom, Media & Information Technology
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None

Name of the Director and DIN	Mr. Prakash Kulathu Iyer (DIN: 00529591)
Designation	Independent Director
Age	61 years
Qualifications	MBA from IIM Ahmedabad
Experience / Brief Profile	<p>Mr. Prakash Kulathu Iyer is an independent business advisor with solid, hands-on experience in building brands, growing businesses and developing people. After spending nearly three decades in the corporate world, Mr. Prakash Kulathu Iyer chose to step out and pursue his passion for helping other people unleash the leader within them. Apart from coaching CEOs, advising leadership teams and speaking to - and inspiring - large teams, Mr. Prakash Kulathu Iyer also serves as an advisor to Multiples – a billion dollar PE fund. He has served as an Independent Director on the board of Krsnaa Diagnostics Limited, had joined the board before the company went public. He is also on the board of Livpure Private Limited and was earlier a director on the board of Milltec Machinery (both Multiples investee companies). Mr. Prakash Kulathu Iyer has played an active role in helping these companies strengthen their sales and distribution footprint, and in devising advertising and marketing strategies. He has also served as a director on the board of Xerox India Limited. In his last role in the corporate world, Mr. Prakash Kulathu Iyer was the Managing Director of Kimberly-Clark Lever. Earlier roles include Managing Director and CEO of Infomedia India Limited (formerly Tata Press) and prior to that, Executive Director at PepsiCo responsible for the company’s operations in South India and Sri Lanka. An MBA from IIM Ahmedabad, he started his career with Hindustan Lever Limited (now Hindustan Unilever Limited). Mr. Prakash Kulathu Iyer’s expertise includes a deep understanding of sales and distribution systems and consumer brand marketing, having spent several years managing large sales teams, growing urban and rural distribution, understanding consumer needs and building brand</p>

	<p>marketing campaigns, and activating marketing strategies in the marketplace.</p> <p>At PepsiCo, Mr. Prakash Kulathu Iyer won the international ‘President’s Ring of Honor’ – an award that recognizes sales excellence globally, and also led his team to the award of the international “Market Unit of the Year”. Another recurring theme in his career has been a sharp focus on profitable growth. He was part of a core team that was instrumental in building a separate organization and low-cost business system for Unilever. At Kimberly Clark, he implemented a third party manufacturing strategy that helped significantly improve profitability, and was recognised as a best practice for developing markets globally. As CEO of Infomedia, Mr. Prakash Kulathu Iyer spearheaded one of India’s first leveraged buyouts by a PE fund, and transformed an inward-looking printing business into a publishing and outsourcing powerhouse. During his watch, Infomedia divested less profitable businesses, built the Yellow Pages brand, made acquisitions in the US and UK and forged partnerships with global leaders including Alibaba and Reed Elsevier. The PE investor had a return of 2.6x when they exited after four years. A trained, CFI-certified leadership coach, Mr. Prakash Kulathu Iyer has throughout his career combined strong strategic and execution skills with excellent people management capabilities to consistently build passionate, high performance, winning teams Mr. Prakash Kulathu Iyer speaks and writes extensively on leadership, teamwork, execution, storytelling and winning. LinkedIn recognized Mr. Prakash Kulathu Iyer as a ‘Top Voice’ – their list of 15 creators to follow in India. He is the author of four best-selling books and his latest book – How Come No One Told Me That? – was published by Penguin in 2021.</p>
Date of first appointment on the Board	June 01, 2022
Number of Meetings of the Board attended during the year (FY 2023-24)	2/2
Directorships held in other companies (Except Section 8 and Foreign Companies)	Nil
Memberships/Chairpersonships of Committees of other Boards	Nil

Number of shares held in the Bank (including shareholding as a beneficial owner)	Nil
Terms and conditions of appointment including details of remuneration sought to be paid	Mr. Prakash Kulathu Iyer has been appointed as an Independent Director for a period of 5 consecutive years with effect from June 01, 2022 to May 30, 2027, not liable to retire by rotation. He shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for attending Board and Committee meetings and the profit related commission as proposed in Item No. 01 of this Postal Ballot Notice.
Remuneration last drawn	Sitting fees for the financial year 2022-23 – Rs. 12,25,000
Nature of expertise in specific functional areas	Building Brands, Growing Businesses and Developing People, HR, Sales and Distribution systems, Consumer Brand Marketing & Marketing Strategies.
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None

Annexure-B

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India

Name of the Director and DIN	Mr. Pankaj Kumar (DIN: 07245781)
Age	57 years
Qualifications	Chartered Accountant and Cost Accountant
Experience / Brief Profile	Mr. Pankaj Kumar is a member of Institute of Chartered Accountants of India, and a Cost Accountant. He has a rich experience of working in various facets of finance like Business Finance, International Trade, Treasury Management, Risk Management, Taxation, Global Upstream Oil & Gas etc. During his tenure spanning over more than 30 years, he has held various leadership positions including heading the finance for Bharat Petroleum Corporation Limited (“BPCL”) key business units like Retail and Lubricants. Mr. Pankaj Kumar has also been on the Board of various group companies of BPCL and made significant contributions in respect of International Project Financing and International Joint Venture Operations etc. Currently Mr. Pankaj Kumar is the Head of Corporate Treasury and Corporate Affairs at BPCL.
Date of first appointment on the Board	April 11, 2023
Number of Meetings of the	1/2

Board attended during the year (FY 2023-24)	
Other Directorships	Matrix Bharat PTE Limited- Singapore (FCRN: F04556)
Memberships / chairmanships of committees of the Boards of other companies	None
Listed entities from which the person has resigned from the directorship in the past three years	None
Number of shares held in the Bank (including shareholding as a beneficial owner)	None
Terms and conditions of appointment including details of remuneration	Mr. Pankaj Kumar shall be appointed as a Non-Executive Nominee Director (i.e Nominee of Fino PayTech Limited, Holding Company) on the Board of the Bank, who shall not be liable to retire by rotation. His appointment is in accordance with clause 104 of the Articles of Association of the Bank. He shall be entitled to receive the reimbursement of expenses for attending Board and Committee meetings as applicable.
Remuneration last drawn	Nil
Nature of expertise in specific functional areas	Business Finance, International Trade, Treasury Management, Risk Management, Taxation, Global Upstream Oil & Gas etc.
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None