

December 29, 2022

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai- 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code: 543386

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 December 17, 2022 together with the Explanatory Statement thereto, seeking approval of the members of Fino Payments Bank Limited ("Bank") for Appointment of Mr. Prateek Roongta (DIN: 00622797) as Non-Executive Nominee Director on the Board of the Bank by way of an Ordinary Resolution, through Postal Ballot.

In compliance with the applicable MCA circulars, the Postal Ballot Notice is dispatched 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 Depositories and/or KFin Technologies Limited ("RTA") as on Friday, December 23, 2022 ("cut-off date"). Further as a matter of good governance, the Bank has also dispatched the Postal Ballot Notice in physical form to those members whose email address is not so registered.

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 resolution set out in the Postal Ballot Notice shall commence Saturday, December 31, 2022 at 9:00 a.m. (IST) and ends on Sunday, January 29, 2023 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL thereafter.

Duly completed Postal Ballot Form shall be received by the Scrutinizer at the address of Registrars & Transfer Agent of the Bank i.e. KFin Technologies Limited at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, on or before 5.00 p.m. on Sunday, January 29, 2023. Postal Ballot Forms received after this date will be treated as if no reply from the member has been received.

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.nsd.com>.

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 results of the Postal Ballot will be announced on or before Tuesday, January 31, 2023.

Kindly take the same on record.

Your 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, December 31, 2022 at 9:00 a.m. (IST)	Sunday, January 29, 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 and 3/2022 dated May 5, 2022 (collectively the “**MCA Circulars**”), to transact the special business as set out hereunder by passing an Ordinary Resolution by the Members of Fino Payments Bank Limited (“**Bank**”) through Postal Ballot.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution 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 allowed to send Postal Ballot Notice in electronic form only and hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelope is not required to be sent to the Members for the Postal Ballot undertaken up to December 31, 2022. However, since the period of Postal Ballot Voting and declaration of the result of the proposed Postal Ballot shall extend beyond December 31, 2022, the Bank, as a matter of good governance, is sending the Postal Ballot Notice to those members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on Friday, December 23, 2022 (“**Cut-Off Date**”) for the purpose, in electronic form to those Members whose email address is registered, with the Registrar and Share Transfer Agent of the Bank, KFin Technologies Limited (“**RTA**”) or Depositories or Depository Participants, and in physical form to those Members whose email address is not so registered.

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, January 29, 2023. Further members desiring to exercise their vote through Postal Ballot Form enclosed with this notice can send their assent or dissent on or before 5.00 p.m. (IST) on Sunday, January 29, 2023 to Kfin Technologies Limited, Unit: Fino Payments Bank Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, Email: einward.ris@kfintech.com; Toll Free No.1-800-309-4001.

SPECIAL BUSINESS

1. Appointment of Mr. Prateek Roongta (DIN: 00622797) 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 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 (“**Act**”) and Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) and applicable provisions of the Banking Regulation Act, 1949 and other applicable laws, guidelines applicable to Payments Bank and relevant circulars issued by the Reserve Bank of India (“**RBI**”) from time to time, including any amendments, modifications, variations or re-enactments thereof and in accordance with the Articles of Association of the Bank and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of Fino Payments Bank Limited (“**Bank**”), the consent of the Members of the Bank be and is hereby accorded for the appointment of Mr. Prateek Roongta (DIN: 00622797) as a Non-Executive Nominee Director (i.e Nominee of Fino PayTech Limited, Holding Company) on the Board of the Bank with effect from October 31, 2022, 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

Place: Navi Mumbai
Date: December 17, 2022

By Order of the Board of Directors
For **Fino Payments Bank Limited**
Sd/-
Basavraj Loni
Company Secretary & Compliance Officer
ICSI Membership No. ACS: 23095

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 9, 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 NSDL (“**Service Provider**”) for facilitating remote e-voting to enable the members to cast their votes electronically.
4. This Postal Ballot Notice is being sent to all the Members whose name appear on the Register of Members / Register of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on Friday, December 23, 2022 (“**Cut-Off Date**”) as under:
 - **Electronic form** - Postal Ballot Notice is being sent in electronic form to those members whose email address is registered with the Registrar and Share Transfer Agent of the Bank, KFin Technologies Limited (“**RTA**”) or Depositories or Depository Participants and such members are requested to record their assent or dissent through remote e-voting facility. Members who have received Postal Ballot Notice by email and wish to vote through physical form may download the Postal Ballot Form from the website of the Bank www.finobank.com or the website of NSDL at www.evoting.nsdl.com or seek duplicate Postal Ballot Form from RTA and record their assent or dissent by filling-up the necessary details and putting their signature at the marked place in the Postal Ballot Form and sending the duly completed Postal Ballot Form by courier, registered / speed post (at the expense of the members) to Kfin Technologies Limited, Unit: Fino Payments Bank Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, Email: einward.ris@kfintech.com; Toll Free No.1-800-309-400 so as to reach the Scrutinizer not later than 5.00 p.m. IST on Sunday, January 29, 2023.
 - **Physical form**- Postal Ballot Notice along with Postal Ballot Form and self-addressed postage pre-paid envelope is being sent in physical form to those members whose email address is not registered with RTA/Depositories/Depository Participants and such members are requested to record their assent or dissent either through remote e-voting facility or by filling-up the necessary details and putting their signature at the marked place in the Postal Ballot Form and returning the duly completed Postal Ballot Form, in the self-addressed postage pre-paid envelope so as to reach the RTA not later than 5.00 p.m. IST on Sunday, January 29, 2023. Members who has not received Postal Ballot Form may download the Postal Ballot Form from the website of the Bank www.finobank.com or the website of NSDL at www.evoting.nsdl.com or seek duplicate Postal Ballot Form from RTA. The envelopes containing Postal Ballot Forms, if sent by courier, registered / speed post (at the expense of the members) will also be accepted if received not later than 5.00 p.m. on Sunday, January 29, 2023.
5. The voting shall commence on Saturday, December 31, 2022 at 9:00 a.m. (IST) and shall end on Sunday, January 29, 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 or by submitting Postal Ballot Form as mentioned at serial no. 4. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. Kindly note that the Members can opt only one mode of voting, i.e. either by physical Postal Ballot Form or through remote e-voting. If you are opting for remote e-voting, then do not vote through physical Postal Ballot Form and vice versa. However, in case the Members cast their vote through physical Postal Ballot Form and also through remote e-voting, then voting done through remote e-voting shall prevail and voting done through valid physical Postal Ballot Form will be treated as invalid.
7. 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.
8. 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.
9. The Scrutinizer will submit his report to Chairman or Company Secretary as authorized by the Board of Directors, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Tuesday, January 31, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
10. The Results 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 Chairman 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.
11. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Sunday, January 29, 2023.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. 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, January 29, 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.
14. **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. 15 - **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.

15. 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 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 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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 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. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="846 1646 1195 1860" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 use 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	<p>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.</p>

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.: 1800 1020 990 and 1800 22 44 30
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. 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.: 1800 1020 990 and 1800 22 44 30 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

Place: Navi Mumbai
Date: December 17, 2022

By Order of the Board of Directors
For **Fino Payments Bank Limited**
Sd/-
Basavraj Loni
Company Secretary & Compliance Officer
ICSI Membership No. ACS: 23095

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
Item no. 1

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, the Holding Company, holds 75% of the paid-up equity share capital in the Bank. Accordingly, pursuant to aforesaid clause in AoA, Fino PayTech Limited has exercised its right to appoint nominee in Bank and sent an intimation to the Bank.

Accordingly, the Bank has received a letter dated October 29, 2022 from Fino PayTech Limited, the Holding Company (“FPL”), nominating Mr. Prateek Roongta (DIN: 00622797) 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 Companies Act, 2013 (“Act”) read with the Articles of Association of the Bank and subject to approval of the members, had approved the appointment of Mr. Prateek Roongta as a Non-Executive Nominee Director (i.e Nominee of Fino PayTech Limited, Holding Company) on the Board of the Bank with effect from October 31, 2022.

The Bank has received consent and other requisite documents/disclosure required under the Act, SEBI Listing Regulations and RBI Guidelines from Mr. Prateek Roongta. Mr. Prateek Roongta 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 such authority. Further, Mr. Prateek Roongta 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.

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, the following information is furnished about the Non-Executive Nominee Director proposed to be appointed:

Name of the Director and DIN	Mr. Prateek Roongta (DIN: 00622797)
Age	45 years
Qualifications	PGDM from IIM, Chartered Accountant, Company Secretary
Experience / Brief Profile	Mr. Prateek Roongta is a Managing Director in the Corporate Private Equity Group of Blackstone. He is primarily responsible for managing the performance and transformation of Blackstone portfolio companies in India. Before joining Blackstone, Mr. Roongta was a MD and Partner at Boston Consulting Group and has extensive experience of advising clients in the financial services industry across a wide range of topics including strategy, operations and digital transformation. Prior to that, Mr. Roongta worked at True North Advisors, a \$3 Bn Indian private equity fund.
Date of first appointment on the Board	October 31, 2022
Number of Meetings of the Board attended during the year	2 (till the date of this Postal Ballot Notice)
Other Directorships	Fino PayTech Limited
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. Prateek Roongta 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 strategy & operations, digital transformation.
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None

The Board of Directors of the Bank is of the opinion that Mr. Prateek Roongta is a person of integrity and considering his fit and proper status, qualifications, extensive experience of advising clients in the financial services industry across a wide range of topics including strategy, operations and digital transformation, his association would be of immense benefit and value to the Bank.

Accordingly, the approval of the Members is sought for the appointment of Mr. Prateek Roongta 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. Prateek Roongta 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. 1 of this Notice.

The Board of Directors of the Bank recommends the Ordinary Resolution set out at Item No. 1 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
 For **Fino Payments Bank Limited**
 Sd/-
Basavraj Loni
Company Secretary & Compliance Officer
 ICSI Membership No. ACS: 23095

Place: Navi Mumbai
 Date: December 17, 2022

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 FORM

(Please read the instructions carefully before completing the Form)

Serial No.:

1.	Name of the first named Member (in capital letters) Registered Address of the Sole / First named Member	
2.	Joint-holders, if any :	
3.	Registered Folio No. / DPID No. */ Client ID No.* (*applicable to investors holding shares in demat form)	
4.	No. of shares held	

I/ We hereby exercise my/our vote in respect of the following Ordinary Resolution to be passed through Postal Ballot for the Special Business stated in the Notice of Postal Ballot dated December 17, 2022 of the Bank by conveying my/our assent or dissent to the said Resolution by placing tick (✓) mark in the appropriate boxes given below :

Item No.	Description	No. of shares held	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Ordinary Resolution for appointment of Mr. Prateek Roongta (DIN: 00622797) as Non-Executive Nominee Director on the Board of the Bank.			

Place:

Date:

(Signature of the Member /Beneficial Owner)

E-Voting Particulars

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVSN (E-voting Sequence Number)	User ID	Password
123104		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Saturday, December 31, 2022 at 9:00 a.m. (IST)	Sunday, January 29, 2023 at 5:00 p.m. (IST)

Notes:

- Please read the instructions printed over leaf carefully before filling this Form. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- If the voting rights are exercised electronically, there is no need to use this form.
- The last date of receipt of Postal Ballot Form by the Scrutinizer is on or before **05:00 p.m. on Sunday, January 29, 2023.**

INSTRUCTIONS

- a. A member who has received the Physical Postal Ballot Notice and Postal Ballot Form and desires to exercise his/her/its vote by Postal Ballot may complete this Postal Ballot Form and send it to KFin Technologies Limited, Unit: Fino Payments Bank Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, in the attached self-addressed envelope. Postage will be borne and paid by the Bank. However, envelopes containing Postal Ballots if deposited in person or if sent by courier at the expense of the member shall also be accepted.
 - b. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
 - c. This Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence, by the next named member as per the specimen signature registered with the Bank / Depository Participants.
 - d. Consent must be accorded by placing a tick mark [✓] in the column 'I/We assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I/We dissent to the resolution'.
 - e. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
 - f. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority Letter / Power of Attorney together with attested specimen signature(s) of the authorised signatory(es).
 - g. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint members.
 - h. A member may request for duplicate Postal Ballot Form from RTA or by sending an email to cs@finobank.com mentioning their names, folio numbers/DP ID and Client ID.
 - i. Duly completed Postal Ballot Form should be received by the Scrutinizer at the address of Registrars & Transfer Agent of the Bank i.e. KFin Technologies Limited, on or before 5.00 p.m. on Sunday, January 29, 2023. Postal Ballot Forms received after this date will be strictly treated as if no reply from the member has been received.
 - j. A Member need not use all his/her votes nor does he /she need to cast his/her votes in the same way.
 - k. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members / beneficial owners as on the cut-off date i.e. Friday, December 23, 2022.
 - l. The Scrutinizer will submit his report to Chairman or Company Secretary as authorized by the Board of Directors, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Tuesday, January 31, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
 - m. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelopes addressed to the Scrutinizer at the address of Registrars & Transfer Agent of the Bank i.e. KFin Technologies Limited, and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
 - n. The Bank is pleased to offer e-voting facility for all the members of the Bank to enable them to cast their votes electronically. The instructions for remote e-voting are appended to the Postal Ballot Notice.
 - o. The vote in this Postal Ballot cannot be exercised through proxy.
 - p. Kindly note that the Members can opt only one mode of voting, i.e. either by physical Postal Ballot Form or through remote e-voting. If you are opting for remote e-voting, then do not vote through physical Postal Ballot Form and vice versa. However, in case the Members cast their vote through physical Postal Ballot Form and also through remote e-voting, then voting done through remote e-voting shall prevail and voting done through valid physical Postal Ballot Form will be treated as invalid.
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