

August 06, 2025

BSE Limited

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 the 9th Annual General Meeting (“AGM”) of Fino Payments Bank Limited (“Bank”) for the FY2024-25

We would like to inform that pursuant to the Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the 9th AGM of the Bank will be held on Friday, August 29, 2025 at 12:00 Noon (IST) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”).

Further, the Bank has commenced the dispatch of the Annual Report for the FY2024-25 along with the Notice of the AGM through electronic mode to those Members whose e-mail addresses are registered with the Depository Participants/ RTA/ Bank. The Bank has dispatched the physical letters containing the web-link of Annual Report to those members whose e-mail addresses are not registered with Depository Participants/ RTA/ Bank.

The Notice of 9th AGM shall be available on the website of the Bank at www.finobank.com and also on the websites of the Stock Exchanges viz. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of the e-voting service provider engaged by the Bank viz. National Securities Depository Limited at www.evoting.nsdl.com.

Kindly take the same on record.

Yours faithfully,

For Fino Payments Bank Limited**Rishi Gupta****Managing Director & CEO****DIN: 01433190**

Place: Navi Mumbai

Encl.: As above

FINO PAYMENTS BANK LIMITED

CIN: L65100MH2007PLC171959

Regd. Office: Mindspace Juinagar, 8th Floor, Plot No. Gen 2/1/F, Tower 1, TTC
Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai, Thane - 400 706

Phone: +91 22 7104 7000

E-mail: cs@finobank.com | website: www.finobank.com

NOTICE

NOTICE is hereby given that the **9th (Ninth) Annual General Meeting ("AGM")** of the members of **Fino Payments Bank Limited ("Bank")** will be held on **Friday August 29, 2025 at 12:00 Noon**, Indian Standard Time ("**IST**") through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**"), in compliance with the relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by Ministry of Corporate Affairs ("**MCA**") and Securities and Exchange Board of India ("**SEBI**") in this regard, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited financial statements of the Bank for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.**
- To appoint a Director in place of Mr. Rishi Gupta (DIN: 01433190), who retires by rotation and being eligible, offers himself for re-appointment.**
- To appoint and fix remuneration of Statutory Central Auditors of the Bank and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the Companies (Audit and Auditors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 30 and other applicable provisions, if any, of the Banking Regulation Act, 1949, applicable rules, circulars and guidelines issued by the Reserve Bank of India ("**RBI**") in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), approval of the RBI for

the appointment of Statutory Auditors for the FY 2025-26 and subject to RBI approval on an annual basis for the remaining tenure, M/s. Bilimoria Mehta & Co, Chartered Accountants (FRN: 101490W), be and is hereby appointed as the Statutory Central Auditors of the Bank in place of the retiring auditors M/s A P Sanzgiri & Co., Chartered Accountants (FRN: 116293W), for a period of 3 (three) years, to hold office from the conclusion of the 9th(ninth) Annual General Meeting ("**AGM**") until the conclusion of the 12th (twelfth) AGM of the Bank, at an annual audit fees of ₹67 lakhs for FY2025-26, as approved by the Board of Directors of the Bank ("**Board**") plus out of pocket expenses, outlays and taxes as applicable, with power to the Board including the Audit Committee, to alter and vary the terms and conditions of appointment, remuneration etc., including by reason of necessity on account of conditions arising out of change/ increase in scope of work, amendment in Accounting Standards or conditions as may be stipulated by the RBI and/ or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Central Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Bank which shall include the Audit Committee, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

- To re-appoint Mr. Rajat Kumar Jain (DIN: 00046053) as an Independent Director of the Bank and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("**Act**"), the Companies (Appointment and Qualification

of Directors) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Banking Regulation Act, 1949, the guidelines and circulars issued by the Reserve Bank of India (“RBI”) in this regard from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Bank, and pursuant to the recommendations of the Nomination and Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Bank, the appointment of Mr. Rajat Kumar Jain (DIN:00046053) as an Independent Director of the Bank, not liable to retire by rotation, for a period of 3 years from November 02, 2025 to November 01, 2028 (both days inclusive) be and is hereby approved.

RESOLVED FURTHER THAT the Board of the Bank which shall include the NRC, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. To approve payment of fixed remuneration to Non-Executive Independent Directors (excluding Part-time Chairperson) of the Bank and in this regard 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 and circular no. RBI/2023-24/121DoR.HGG.GOV.REC.75/29.67.001/2023-24 dated February 09, 2024 issued by the Reserve Bank of India (“RBI”) and any other relevant RBI guidelines in relation to compensation to Non-Executive Directors and provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Bank, consent of the members of the Bank be and is hereby accorded for the payment to each Non-Executive Independent Director (excluding Part-time Chairperson) of the Bank by way of fixed remuneration (which is not linked to the profit) up to ₹ 10,00,000 (Rupees Ten Lakhs only) for FY2025-26 as may be determined by the Board, in addition to payment of sitting fees and reimbursement of out of pocket expenses for attending the meetings of the Board and its Committees.

RESOLVED FURTHER THAT the Board of the Bank which shall include the NRC, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. To approve payment of fixed remuneration to the Part-time Chairperson of the Bank and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 35B and other applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines, circulars, notifications issued by the Reserve Bank of India(RBI) from time to time and to the extent applicable in this regard, Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory amendment(s), modification(s), variation(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 the Bank and pursuant to the recommendations of the Nomination and Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Bank, and subject to approval of the RBI, consent of the members of the Bank be and is hereby accorded for payment of compensation to the Part-time Chairperson of the Bank by way of fixed remuneration (which is not linked to the profit) up to ₹ 15,00,000 (Rupees Fifteen Lakhs only) for FY2025-26 as may be determined by the Board, in addition to payment of sitting fees and reimbursement of out of pocket expenses for attending the meetings of Board and its Committees.

RESOLVED FURTHER THAT the Board of the Bank which shall include the NRC, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

7. To appoint M/s. Alwyn Jay & Co., Company Secretaries, as Secretarial Auditors of the Bank and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, read with the provisions of section 204 of the Companies Act, 2013

(“Act”) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any amendment, modification or variation thereof and based on the recommendations of the Audit Committee and Board of Directors (**“Board”**) of the Bank, consent of the members of the Bank be and is hereby accorded to appoint M/s. Alwyn Jay & Co., Company Secretaries (FRN P2010MH021500) as the Secretarial Auditors of the Bank for a period of 5 (five) years to hold office from FY2025-26

till FY2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of the Bank and the Secretarial Auditors.”

RESOLVED FURTHER THAT the Board of the Bank which shall include the Audit Committee, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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
Email: cs@finobank.com
Website: www.finobank.com

Place: Navi Mumbai
Date: July 30, 2025

For and on behalf of the Board of Directors

Rishi Gupta
Managing Director & CEO
DIN: 01433190

NOTES:

1. The Ministry of Corporate Affairs vide General Circular No. 09/2024 dated September 19, 2024 and the Securities and Exchange Board of India (“SEBI”) vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred as “SEBI Circulars”) has permitted companies to hold Annual General Meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue and provided relaxation from dispatching of physical copy of Annual Report upto September 30, 2025.
2. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the 9th (Ninth) Annual General Meeting (“AGM”) of the Bank is being held through VC/ OAVM. Hence, the members can attend and participate in the ensuing AGM through VC/ OAVM only. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Bank which shall be the deemed Venue of the AGM.
3. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the FY2024-25 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Bank/ Registrar and Transfer Agent (“RTA”) i.e. KFin Technologies Limited (“KFIN”) or with the Depository Participant (“DP”). A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Bank/RTA/DP.

The members will be entitled to get a physical copy of the Annual Report for the FY2024-25, free of cost, upon sending a request to the Bank on cs@finobank.com. The members may note that the Notice of the AGM and the Annual Report are also available on the Bank’s website at www.finobank.com and on the websites of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice of the AGM and the Annual Report is also available on website of e-Voting agency i.e., National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.
4. The Bank has enabled the members to participate at the AGM through the VC/ OAVM facility provided by NSDL. The instructions for participation by members are given in the subsequent paragraphs.
5. **PROXIES:**

Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Bank. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/ OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip including the route map are not annexed to this Notice.
6. The Institutional/ Corporate members (i.e. other than individuals/ HUF, NRI, etc.) intending their authorized representatives to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-Voting are requested to send scanned certified true copy (PDF/JPEG Format) of the Board Resolution/ Authority Letter etc. to the Scrutinizer by e-mail through its registered e-mail address at cskaushikjoshi@gmail.com with a copy marked to cs@finobank.com.

The Institutional / Corporate members can also upload the aforesaid documents by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
7. In case of joint holders, only such joint holder who is higher in the order of names as per the Register of members of the Bank will be entitled to vote at the AGM.
8. The members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The relevant detail, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India (“SS-2”), in respect of item no. 2 and 4 of this AGM is attached herewith as **Annexure -1**.
10. All relevant documents referred to in this Notice requiring the approval of the members at the AGM will be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to cs@finobank.com mentioning their name, folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.
11. The information related to the unpaid dividend has not been provided in this Notice as the Bank has not declared any dividend during any preceding years and hence, the provisions of Section 124 of the Act read with IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 are not applicable. Further, since all the shares of the Bank are in demat mode, information related to physical shares are also not provided in this Notice.
12. Members are requested to update their details such as name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR

code, IFSC code etc. with their DPs. Members may contact their respective DPs for availing the nomination facility.

13. The SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DP for KYC in accordance with the SEBI Circulars dated November 03, 2021/March 16, 2023, the folios wherein any one of the aforesaid KYC details are not available on or after April 01, 2023/October 01, 2023 shall be frozen by the RTA.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further, as per SEBI Circular dated January 25, 2022, the request of transmission or transposition of securities shall only be processed in dematerialized form by following the steps mentioned in the said circular. All the shares of the Bank are in dematerialised form.
15. Members who have not registered their e-mail IDs, are requested to kindly register the same by contacting DP and register e-mail ID and mobile number in demat account, as physical copies of this Notice and Annual Report will not be sent to them in physical mode and will be sent only by e-mail, in accordance with the applicable Circulars.
16. **Procedure & Instructions for e-Voting and joining the AGM through VC/ OAVM are as follows:-**

A. VOTING THROUGH ELECTRONIC MEANS:

- a. In terms of Section 108 and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, as amended, Regulation 44 of the SEBI Listing Regulations and MCA Circulars read with SEBI Circulars, the Bank is pleased to provide the facility of remote e-Voting and e-Voting during the AGM to its members holding shares as on Friday, August 22, 2025 ("**cut-off date**"), to exercise their right to vote through electronic means on any or all of the businesses specified in this Notice. The Bank has engaged the services and made necessary arrangements with NSDL for facilitating voting through electronic means, as authorized e-Voting agency.
- b. The Remote e-voting commences on Tuesday, August 26, 2025 at 9:00 a.m. (IST) and ends on Thursday, August 28, 2025 at 5:00 p.m. (IST). The e-Voting module shall be disabled by NSDL for voting thereafter.
- c. A person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.

Those members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through Remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

- d. The members who have cast their vote by Remote e-Voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
- e. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date, subject to the provisions of the Banking Regulation Act, 1949, as amended from time to time and RBI (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023 dated January 16, 2023.
- f. Only a person whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the RTA of Bank as on the cut-off date, shall be entitled to avail the facility of Remote e-voting or casting vote through e-Voting system during the AGM.
- g. The members are strongly advised to use the e-voting procedure by themselves and not through any other person.
- h. The Board of Directors has appointed Mr. Tribhuvneshwar Kaushik (Membership No: F10607) and in his absence, Mr. Savyasachi Joshi (Membership No: F12752) of M/s. Kaushik Joshi & Co., Practising Company Secretaries, as the Scrutinizer to scrutinize the Remote e-Voting process and the e-Voting process during the AGM, in a fair and transparent manner.


The details of the process and 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 DPs. 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 or joining virtual meeting & voting during the meeting. 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 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 held 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 Bank 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 or joining virtual meeting & voting during the meeting. Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="730 1037 997 1193" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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 the Bank. 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 or joining virtual meeting & voting during the meeting. 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 or joining virtual meeting & voting during the meeting.</p>

Important note: Shareholders 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	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual shareholders holding securities in demat mode with CDSL	Shareholders 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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat 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)	User ID
a) For shareholders 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 shareholders 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*****.

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. 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. 15 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) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address etc.
 - c) Shareholders 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

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 i.e. 134879.
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.

The instructions for shareholders for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

General guidelines for shareholders

1. 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 <https://www.evoting.nsdl.com> to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for shareholders and e-Voting user manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 022-48867000 or send a request at evoting@nsdl.com
3. In case of any grievances connected with the facility of e-voting, please contact Ms. Pallavi Mhatre, Sr. Manager, NSDL, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 or write on evoting@nsdl.com

Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-Voting for the resolutions set out in this notice:

1. For the shares 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), Aadhaar (self-attested scanned copy of Aadhaar Card) to cs@finobank.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively, shareholders may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular 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 DPs. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. The shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. The shareholders may access by following the steps mentioned above for ‘Access to NSDL e-Voting system’. After

successful login, you can see link of **“VC/OAVM link”** placed under **“Join meeting”** menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in “Shareholder/ Member” login where the EVEN of the Bank will be displayed. Please note that the shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.

- ii. In accordance with the MCA Circulars, the VC/ OAVM will have a capacity to allow at least 1000 Shareholders to participate in the AGM and such participation shall be on a first-come-first-served basis. However, please note that pursuant to the MCA Circulars, large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. may be allowed to attend the AGM without restriction on account of first-come-first-served principle.
 - iii. The link for joining the AGM through VC/ OAVM will be activated 30 minutes before the time scheduled for commencement of the AGM and will be closed 30 minutes after commencement of the AGM. The shareholders may join the AGM by following the procedure mentioned in this Notice.
 - iv. The shareholders are encouraged to join the Meeting through laptops for better experience. Further, the shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - v. The shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered e-mail ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at cs@finobank.com in advance i.e. at least seven (7) days prior to date of AGM. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Bank reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.
17. A person, who acquires shares of the Bank and becomes a shareholder of the Bank after the date of sending of this Notice and holds shares as on the cut-off date i.e. Friday, August 22, 2025 can cast the vote by following instructions as mentioned in this Notice under “Access to NSDL e-voting system”.
 18. In line with "Green Initiative" the shareholders whose email addresses are not registered with the Bank/RTA or with their respective DP are requested to register and update their email address through respective DP.
 19. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM thereafter unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Managing Director & CEO or Company Secretary who shall countersign the same, in accordance with the applicable provisions of law. The results of voting will be announced within 2 (two) working days of the conclusion of AGM and same along with the Scrutinizer's Report will be available on the Bank's website at www.finobank.com and on the e-Voting agency's website i.e. NSDL at <https://www.evoting.nsdl.com> and communication of the same will be sent to BSE Limited and National Stock Exchange of India Limited. The Bank will also display the results of the AGM on the notice board at its Registered Office.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Item No. 3

According to the Reserve Bank of India (“RBI”) Guidelines vide Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks, the Statutory Central Auditors can be appointed for a maximum period of 3 (three) years, subject to the firm satisfying the eligibility norms each year. M/s. AP Sanzgiri & Co. (FRN: 116293W), Statutory Central Auditors of the Bank will be completing their term of 3 (three) years as the Statutory Central Auditors of the Bank at the conclusion of this 9th Annual General Meeting (“AGM”).

The Audit Committee and the Board of Directors, at their meetings held on May 29, 2025 recommended and approved the appointment of M/s. Bilimoria Mehta & Co. (FRN: 101490W) as Statutory Central Auditors as first in the order of preference amongst three audit firms based on their profile, technical strengths and their experience in audit of banking and financial sector entities, for a period of three years from the conclusion of the 9th AGM till the conclusion of the 12th AGM, subject to the approval of the RBI and the shareholders of the Bank. RBI approved the appointment of M/s Bilimoria Mehta & Co. as Statutory Auditors for FY 2025-26 vide their letter dated June 13, 2025. The Bank will apply for similar approval for the proposed remaining tenure on an annual basis.

The Board of Directors at its meeting held on July 30, 2025 based on the recommendations of the Audit Committee, approved the appointment and remuneration of M/s. Bilimoria Mehta & Co, Chartered Accountants (FRN: 101490W) as Statutory Central Auditors, subject to the approval of the members of the Bank.

The brief profile of M/s. Bilimoria Mehta & Co is given below:

M/s. Bilimoria Mehta & Co., established in 1977 is a well-respected and established full-service Chartered Accountancy firm. They have 14 partners with a team of over 200 dynamic professionals. Their industry expertise encompasses Multinational Banks, as well as companies in the Engineering, Manufacturing, and Telecom sectors. Currently, they serve as Statutory Auditors for several Multinational Banks, including Emirates NBD Bank (India Branch), Bank of Nova Scotia, and FirstRand Bank and one of the largest NBFCs viz. Tata Sons Private Limited. They are led by experienced partners with wide exposure in Audit & Assurance, Tax Consulting, Transaction Advisory, Risk Managements Services, Due Diligence, Banking Consultancy, Systems Audit, Legal Consulting among others.

The Board also recommends payment of ₹67 lakh to M/s Bilimoria Mehta & Co. as Audit Fees for FY2025-26 plus out of pocket expenses, outlays and taxes as applicable with power to the Board/Audit Committee to alter and vary the terms and conditions of appointment including remuneration in such manner and to such extent as may be mutually agreed with the

Statutory Central Auditors. Further, there is no material change in remuneration as compared to the remuneration paid to the outgoing Statutory Central Auditors.

As required under the Companies Act, 2013 (“Act”) amended, M/s. Bilimoria Mehta & Co has confirmed that the appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as Statutory Central Auditors in terms of the provisions of Section 139 and Section 141 of the Act read with Companies (Audit and Auditors) Rules, 2014.

The Bank has received all the applicable eligibility certificates and consents from M/s. Bilimoria Mehta & Co for being appointed as Statutory Central Auditors of the Bank.

A special notice for the said appointment as required under Section 140 (4) of the Act, has also been received.

None of the Directors, Key Managerial Personnel of the Bank and/ or their relatives is in any way concerned or interested in the passing of this resolution.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the shareholders.

Item No. 4

Mr. Rajat Kumar Jain (“Mr. Jain”) was appointed as an Independent Director of the Bank to hold office for a term of 5 (Five) years commencing from November 02, 2020 till November 01, 2025 by the members of the Bank at the Annual General Meeting (“AGM”) held on September 25, 2021. Accordingly, the term of Mr. Jain as an Independent Director of the Bank shall expire on November 01, 2025.

Pursuant to the performance evaluation of Mr. Jain and considering that his continued association as a member of the Board would be beneficial to the Bank and based on recommendation of the Nomination and Remuneration Committee (“NRC”), the Board recommended the re-appointment of Mr. Jain as an Independent Director, not liable to retire by rotation, for a period of 3 (Three) years, i.e. from November 02, 2025 to November 01, 2028 (both days inclusive) subject to approval of the members.

The Bank has received a notice under Section 160 of the Act from a shareholder proposing Mr. Jain’s candidature for the office of Director.

The Bank has received Mr. Jain’s consent for re-appointment and the requisite disclosures under the Companies Act, 2013 (“Act”) and the Banking Regulation Act, 1949.

Mr. Jain is independent of the management of the Bank and fulfils the conditions specified in the Act and the rules made thereunder read with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Banking Regulation Act, 1949.

In the opinion of the Board, Mr. Jain is a person of integrity and possesses relevant expertise/ experience and fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director of the Bank.

Relevant information including brief profile of Mr. Jain as required under SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) has been provided in **Annexure-A** attached to the Notice. Mr. Jain has also been appointed as Part-time Chairperson of the Bank for the said period subject to the approval of Reserve Bank of India.

Except Mr. Jain and/or his relatives, none of the Directors, Key Managerial Personnel and/or their relatives is in any way concerned or interested in the resolution mentioned at Item No. 4 of the Notice. Mr. Jain is not related to any of the Directors or any other Key Managerial Personnel of the Bank.

The Board recommends passing of the Special Resolution as set out in Item No. 4 of this Notice for approval of the members.

Item Nos. 5 & 6

In accordance with the RBI Guidelines on Compensation of Non-executive Directors of Private Sector Banks dated June 01, 2015 as amended on February 09, 2024 ("**RBI Guidelines**"), in addition to payment of sitting fees and reimbursement of out of pocket expenses for attending the meetings of Board and Committees thereof, Banks may provide for payment of compensation in the form of fixed remuneration to the Non-Executive Directors (other than Part-time Chairperson) commensurate with an individual Director's responsibilities and demands on time and which are considered sufficient to attract qualified competent individuals in the Board.

Considering the onerous responsibilities cast upon the Non-Executive Independent Directors and the amount of time and effort devoted by them as Independent Directors of the Bank, approval of the shareholders is being sought for the payment of compensation to each Non-Executive Independent Director of the Bank (except Part-time Chairperson) by way of fixed remuneration (which is not linked to the profit) up to ₹ 10,00,000 (Rupees Ten Lakhs only) for FY 2025-26.

Further, in terms of section 10B(1A), 35B(1)(b) of the Banking Regulation Act, 1949, and the rules, guidelines, circulars, notifications issued by the RBI from time to time in this regard, Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 the Bank, it is proposed that the Part-time Chairperson of the Bank be paid a fixed remuneration upto ₹15,00,000 (Rupees Fifteen Lakhs only) per annum for FY2025-26 in addition to payment of sitting fees and reimbursement of out of pocket expenses for attending the meetings of Board and Committees thereof, subject to the approval of the members and the Reserve Bank of India.

Based upon the recommendation of Nomination and Remuneration Committee ("**NRC**") and in terms of the Compensation Policy, the Board has approved the payment of compensation as aforesaid with power to the Board to determine the quantum of such compensation to each eligible Non-executive Independent Director and the Part-time Chairperson within the limit prescribed therein, subject to approval of the shareholders. 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 and Part-time Chairperson of the Bank.

The Non-Executive Independent Directors including Part-time Chairperson of the Bank and/or their relatives concerned or interested, in the resolutions mentioned at Item Nos. 5 and 6 of the Notice.

The Board recommends passing of the Ordinary Resolutions as set out in Item Nos. 5 and 6 of this Notice for approval of the members.

Item No. 7

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with the provisions of Section 204 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("**Act**"), if any, the Board of Directors at its meeting held on July 30, 2025 based on the recommendation of the Audit Committee approved the appointment of M/s. Alwyn Jay & Co., Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2010MH021500) as Secretarial Auditors for a term of 5(Five) consecutive years from April 01, 2025 till March 31, 2030, subject to approval of the members of the Bank.

Brief credentials of the Secretarial Auditor:

M/s. Alwyn Jay & Co. is a firm of qualified Company Secretaries having a cumulative experience of more than 30 years. The firm has five partners including CS Alwyn Prakash D'Souza and CS Jay Prabhu D'Souza and offering spectrum of services including Corporate and Legal advisory, and advising corporate clients on legal or procedural matters falling under the Companies Act, 2013, Securities and Exchange Board of India (SEBI), the Securities Contracts Regulation Act, 1956, the Foreign Exchange Management Act, 1999 and other Corporate Laws. The firm acts as Secretarial consultant, undertakes secretarial audits, corporate restructuring, collaborations, arbitration, voluntary liquidations, filing of petition and representing the Company before NCLT, Regional Director, Registrar of Companies etc.

M/s. Alwyn Jay & Co. has confirmed that they are not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Alwyn Jay & Co. as Secretarial Auditors is within the purview of the said regulation read with SEBI circular



no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be ₹3,50,000 (Rupees Three Lakh Fifty thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2025-26, and for subsequent year(s) of their term, the fees will be as mutually agreed between the Audit Committee/Board of Directors and M/s. Alwyn Jay & Co.

None of the Directors, Key Managerial Personnel of the Bank and/ or their relatives is in any way, concerned or interested, in the passing of this resolution.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 7 of this Notice for approval of the members.

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
Email: cs@finobank.com
Website: www.finobank.com

Place: Navi Mumbai
Date: July 30, 2025

For and on behalf of the Board of Directors

Rishi Gupta
Managing Director & CEO
DIN: 01433190

Annexure – A

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of the SEBI Listing Regulations and applicable Secretarial Standards

Item No. 2

Name of the Director and DIN	Mr. Rishi Gupta (DIN: 01433190)			
Designation	Managing Director & CEO			
Age/Date of Birth	56 years/January 26, 1969			
Qualifications	Chartered Accountant and Cost Accountant			
Experience / Brief Profile	<p>Mr. Rishi Gupta is Managing Director and CEO of the Bank since May 2017. Mr. Rishi Gupta is one of the founders of Fino PayTech Limited, the holding Company of Fino Payments Bank Limited and was appointed as its COO and CFO on January 01, 2007 and successfully helped the group to build a robust business model with good governance and cutting-edge operational & financial capabilities. Subsequently, he became MD & CEO of Fino PayTech Ltd (till May 2017). He is a member of ASSOCHAM and also the founding member of the Business Correspondent Federation of India (BCFI) and served as the Chairman of its Economic Affairs Committee. The Bank is a member of ASSOCHAM CII, Payments Council of India (PCI). Mr. Gupta is representing the Bank in these associations.</p> <p>Mr. Rishi Gupta is a qualified Chartered Accountant (Rank Holder) and Cost & Management Accountant and also holds a Bachelor's degree in Commerce (Rank holder) from the prestigious Shri Ram College of Commerce (SRCC), University of Delhi.</p> <p>He has more than 30 years of rich experience across industries (primarily in financial services). Having started his career with Maruti Udyog Limited, he moved to ICICI group and thereafter to to International Finance Corporation (IFC) where he was also a part of Regional Office of IFC and handled Budget and Project Finance.</p> <p>For 3 consecutive years - 2011, 2012 and 2013, Mr. Rishi Gupta was awarded "CFO100 Roll of Honor" – an effort to recognize the top 100 senior finance professionals in India, who have made a difference with their acumen, attitude and energy. In 2014, he also got India CFO Award for excellence in Finance – by IMA. In 2018, he got the award for "CA Entrepreneur-Path Breaker – Banking & Financial Services" from the Institute of Chartered Accountants of India (ICAI).</p>			
Date of first appointment on the Board	June 27, 2016			
Number of Meetings of the Board attended during the FY2024-25	7/7			
Directorships held in other companies (Except Section 8 and Foreign Companies)	Nil			
Memberships / chairmanships of committees of Board of the Bank and other companies	Sr. No	Name of Company	Name of Committee	Position Held
	1.	Fino Payments Bank Limited	Risk & Asset Liability Management Committee	Member
			Stakeholders Relationship Committee	Member
			Corporate Social Responsibility (CSR) and Environmental, Social, and Governance (ESG) Committee	Chairman
			IT Strategy Committee	Member
			Customer Service Committee	Chairman
			Committee of Directors (Operations)	Member
			Strategic Investment Committee	Member
			Business & Corporate Restructuring Committee	Member
			Special Committee of Board on Monitoring and Follow-Up of cases of Frauds	Member

Name of the Director and DIN	Mr. Rishi Gupta (DIN: 01433190)
Listed entities from which the person has resigned from the directorship in the past three years	Nil
Number of shares held in the Bank (including shareholding as a beneficial owner)	<ul style="list-style-type: none"> 5,325 Equity Shares in his personal capacity. 2 Equity Shares as a registered owner without having beneficial interest in the same.
Terms and conditions of appointment including details of remuneration	<p>The Members at the 6th (Sixth) AGM of the Bank held on September 29, 2022, had approved the re-appointment of Mr. Rishi Gupta as Managing Director & CEO of the Bank, liable to retire by rotation, for a period of three (3) years, commencing from May 02, 2023 upto May 01, 2026 (both days inclusive) on a remuneration as may be approved by the shareholders of the Bank and RBI from time to time.</p> <p>Accordingly, Mr. Rishi Gupta shall be paid such remuneration, as may be approved by the shareholders of the Bank and RBI from time to time.</p>
Remuneration last drawn	Pursuant to the approval of the RBI and shareholders vide postal ballot approved on Saturday, February 15, 2025, Mr. Rishi Gupta was paid total remuneration of ₹ 5.26 Crore for F.Y. 2023-24.
Nature of expertise in specific functional areas	Business Management, Payment Settlement, Banking, Accountancy, Economics and Finance.
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None

Item no. 4

Name of the Director and DIN	Mr. Rajat Kumar Jain (DIN: 00046053)
Designation	Part-time Chairperson & Independent Director
Age/Date of Birth	61 years/ September 13, 1963
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>Mr. Jain is an Independent Director since November 02, 2020 and Part-time Chairman of the Bank w.e.f. November 24, 2023. He is an alumnus of IIT Delhi and IIM Ahmedabad.</p> <p>Mr. Jain is a Founder Director of Padup Ventures, a Knowledge and Mentoring Platform, focusing on providing deep mentoring and incubation services to early stage tech companies as well as other Incubators in India. The primary mission is to impact hundreds of early stage startups through proprietary Padup programs, leading to improved rates of success and helping them grow successfully to the next level and obtain institutional funding.</p> <p>After a 30 year career in Corporate India in leadership roles, Mr. Jain is now a Non-Executive Director on several Corporate Boards and Advisory Boards. Apart from this, his key work areas include mentoring entrepreneurs and executives alike as an angel investor & a startup mentor.</p> <p>Having worked across Consumer, Telecom, Media & Technology sectors, he has expertise in distribution, sales and 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, industry knowledge and an enviable industry network.</p>
Date of first appointment on the Board	November 02, 2020
Number of Meetings of the Board attended during the year (FY 2024-25)	7/7

Name of the Director and DIN	Mr. Rajat Kumar Jain (DIN: 00046053)			
Directorships held in other companies (Except Section 8 and Foreign Companies)	<ol style="list-style-type: none"> 1. Vodafone Idea Limited 2. Mahindra Holidays and Resorts India Limited 3. Ema Partner India Limited 4. Sandersons Solutions International (India) Limited 5. Padup Ventures India Private Limited 			
Memberships / chairmanships of committees of Board of the Bank and other companies	Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/Member)
	1.	Fino Payments Bank Limited	IT Strategy Committee	Member
			Committee of Directors (Operations)	Chairman
			Nomination & Remuneration Committee	Member
			Strategic Investment Committee	Chairman
			Corporate Social Responsibility (CSR) and Environmental, Social, and Governance (ESG) Committee	Member
			Business & Corporate Restructuring Committee	Member
	2.	Mahindra Holidays and Resorts India Limited	Audit Committee	Member
			Nomination & Remuneration Committee	Member
			Securities Allotment Committee	Member
	3.	EMA Partners India Limited	Nomination & Remuneration Committee	Member
			Stakeholders Relationship Committee	Member
	4.	Vodafone Idea Limited	Risk Management Committee	Member
			Corporate Social Responsibility Committee	Member
			Nomination & Remuneration Committee	Member
Listed entities from which the person has resigned from the directorship in the past three years	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	It is proposed to re-appoint Mr. Rajat Kumar Jain for a period of 3 (three) years with effect from November 02, 2025 to November 01, 2028 (both days inclusive), 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 fixed remuneration as proposed in Item No. 04 of this Notice.			
Remuneration drawn during FY2024-25	Sitting fees- ₹ 21,25,000 Fixed Remuneration – ₹ 15,00,000			
Nature of expertise in specific functional areas	Business Management, Consumer, Telecom, Media & Information Technology			

Name of the Director and DIN	Mr. Rajat Kumar Jain (DIN: 00046053)
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
Justification for re-appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The Board of Directors of the Bank is of the opinion that Mr. Jain is a person of integrity and considering his performance evaluation, qualifications, extensive knowledge and rich experience in Business Management, Consumer, Telecom, Media & Information Technology etc., the re-appointment of Mr. Jain is in the interest of the Bank. His association would be of immense benefit and value to the Bank and, therefore, the Board recommends his re-appointment as an Independent Director to the shareholders. In the opinion of the Board of Directors, Mr. Jain is independent of the management of the Bank and fulfils the conditions specified in the Act read with the rules made thereunder, SEBI Listing Regulations and the applicable RBI Guidelines for re-appointment as an Independent Director.</p>