

May 20, 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: Declaration of voting results of the Postal Ballot through Electronic Voting process in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and submission of Scrutinizer’s report

We refer to our letter dated April 17, 2025 intimating about the Postal Ballot Notice dated March 16, 2025 (“**Notice**”), pursuant to which we would like to inform that the process of seeking approval of the members of the Fino Payments Bank Limited (“**Bank**”) for the following business item by way of Postal Ballot through Electronic Voting process (“**e-Voting**”) has been completed:

Resolution Type	Resolution
Special	Appointment of Mrs. Deena Asit Mehta (DIN:00168992) as a Director and her re-appointment as an Independent Director for the second term

The Board of Directors of the Bank had appointed Mr. Tribhuwneshwar Kaushik and in his absence, Mr. Savyasachi Joshi, Partners of M/s Kaushik Joshi & Co., Practising Company Secretaries as the scrutinizer to conduct the process of the above-mentioned e-Voting in a fair and transparent manner (“**Scrutinizer**”).

Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Management and Administration) Rules, 2014, guidelines prescribed by the Ministry of Corporate Affairs through various Circular(s) and the SEBI Listing Regulations, as amended from time to time, the Postal Ballot was conducted through remote e-voting process.

The remote e-voting process concluded on Sunday, May 18, 2025, at 5:00 p.m. (IST), post which the Scrutinizer, has submitted his report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform that, the members of the Bank have duly passed the above-mentioned resolution with requisite majority.

In this connection, please find enclosed the following:

1. Voting results as required under Regulation 44(3) of the SEBI Listing Regulations in the prescribed format as **Annexure – I**; and
2. The report issued by Scrutinizer dated May 19, 2025 (“**Scrutinizer’s report**”) as **Annexure - II**.

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 | Email: cs@finobank.com

The voting results along with the Scrutinizer's report is available on the Notice Board of the Bank at its registered office, Bank's website i.e. www.finobank.com and on the website of National Securities Depository Limited i.e. <https://www.evoting.nsdl.com>.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For Fino Payments Bank Limited

Basavraj Loni

Company Secretary & Compliance Officer

Place: Navi Mumbai

Encl.: a/a

Annexure - I

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Deena Asit Mehta (DIN:00168992) as a Director and her re-appointment as an Independent Director for the second term				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62411997	21636784	34.6677	21636784	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		62411997	21636784	34.6677	21636784	0	100.0000
Public-Institutions	E-Voting	5843672	3425471	58.6185	2107806	1317665	61.5333	38.4667
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5843672	3425471	58.6185	2107806	1317665	61.5333
Public-Non Institutions	E-Voting	14962733	129717	0.8669	128630	1087	99.1620	0.8380
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14962733	129717	0.8669	128630	1087	99.1620
Total		83218402	25191972	30.2721	23873220	1318752	94.7652	5.2348
Whether resolution is Pass or Not.							Yes	

Report of Scrutinizer for voting on Postal Ballot

To,
Mr. Basavraj Loni,
Company Secretary
FINO PAYMENTS BANK LIMITED
MindSPACE Juinagar, 8th Floor, Plot No. Gen 2/1/F,
Tower 1, TTC Industrial Area,
MIDC Shirwane, Juinagar,
Navi Mumbai - 400706

Scrutinizer's Report on voting for Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, **Tribhuvneshwar B. Kaushik** Partner of M/s Kaushik Joshi & Co., appointed by the Board of Directors of **Fino Payments Bank Limited** (the "**Bank**") as the scrutinizer for the resolution to be passed through Postal Ballot notice dated March 16, 2025. At the outset, I would like to thank you for entrusting me with the task of scrutinizer pursuant to the provisions of section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

(1) We submit our report as under:

- 1.1 The postal ballot is conducted in accordance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**") (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively the "**MCA Circulars**"), to transact the special business as set out hereunder by passing special resolution by the Members of the Bank through Postal Ballot via remote e-voting ("**e-Voting**").
- 1.2 The Bank **completed** the **dispatching / e-mailing** of the Postal Ballot Notice on **Thursday, April 17, 2025** to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on **Friday, April 11, 2025** maintained by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Collectively NSDL and CDSL referred as "**Depositories**") and who have registered their email address with the Bank/Depositories.

- 1.3 In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on remote e-voting, the Bank had engaged the services of NSDL for facilitating the remote e-voting to enable the Members to cast their votes electronically on the designated website www.evoting.nsdl.com of NSDL.
- 1.4 **Total No. of shares based on Paid Up Capital** of the Bank as on the cut-off date i.e. **Friday, April 11, 2025** were **8,32,18,402**.
- 1.5 Date of **Public Announcement** with respect to completion of dispatch of Postal ballot Notice in three (3) newspapers **was made on Friday, April 18, 2025** in **Financial Express & The Free Press Journal in English** and **Navshakti in Marathi**.
- 1.6 The remote e-voting **commenced on Saturday, April 19, 2025 at 9:00 a.m. (IST)** and **ended on Sunday, May 18, 2025 at 5:00 p.m. (IST)**.
- 1.7 **Particulars of remote e-voting** of the Postal Ballot through e-voting process from the members **have been maintained electronically** to record the assent or dissent received.
- 1.8 The **e-voting was blocked at 5:00 pm (IST) on Sunday, May 18, 2025** and the e-voting summary statement was thereafter downloaded from the NSDL's e-voting website on **May 19, 2025** at 03: 37 pm in presence of two witnesses not in employment of the Bank.
- 1.9 The Management of the Bank is responsible to ensure compliance with the requirements of the Act, the Rules and the MCA Circulars relating to remote e-voting and voting through postal ballot form on the Resolution contained in the notice of Postal Ballot.
- 1.10 My responsibility as scrutinizer for the voting through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution.

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

1. Appointment of Mrs. Deena Asit Mehta (DIN:00168992) as a Director and her re-appointment as an Independent Director for the second term

SPECIAL RESOLUTION:

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
178	2,38,73,220	94.7652

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
38	13,18,752	5.2348

(iii) Invalid Votes:

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

Total valid votes cast: **2,51,91,972 - 100%**
 % of total votes cast in favor of the Resolution: **2,38,73,220 - 94.7652%**
 % of total votes cast against the Resolution: **13,18,752 - 5.2348 %**
Resolution passed with requisite majority.

- (3) In view of the above results, I hereby certify that the special resolution proposed at item no. 1 of the Postal Ballot Notice dated March 16, 2025 has been passed with requisite majority.
- (4) You may accordingly declare the results of the voting by postal ballot.

For Kaushik Joshi & Co.

Company Secretaries

TRIBHUWNESHWAR
BHUWNESHWAR
KAUSHIK

Digitally signed by
TRIBHUWNESHWAR
BHUWNESHWAR KAUSHIK
Date: 2025.05.19 16:23:08 +05'30'

Tribhuwneshwar B. Kaushik – Partner

M. No. F10607

COP NO. 16207

UDIN: F010607G000377600

Place: Mumbai

Date: May 19, 2025

For Fino Payments Bank Limited

Basavraj Loni

Company Secretary & Compliance Officer