

March 30, 2026

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 letters dated February 26, 2026 and March 27, 2026, intimating about the Postal Ballot Notice dated January 29, 2026 and Addendum to the Postal Ballot Notice dated March 26, 2026, respectively, 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	Payment of remuneration to Mr. Rishi Gupta (DIN: 01433190), Managing Director and Chief Executive Officer (“MD & CEO”) of the Bank for the FY 2024-25

The Board of Directors of the Bank had appointed Mr. Tribhuvneshwar 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, March 29, 2026 at 5:00 p.m. (IST), post which the Scrutinizer, has submitted his report on the result 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 March 30, 2026 ("**Scrutinizer's report**") as **Annexure - II**.

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.fino.bank.in and on the website of National Securities Depository Limited i.e. <https://www.evoting.nsdl.com>.

It is to be noted that - Resolution No. 2 of the Postal Ballot notice pertaining to the re-appointment of Mr. Rishi Gupta was proposed for approval of the Members and formed part of the Notice of the Postal Ballot. However, pursuant to addendum to the Postal Ballot notice dated March 26, 2026, the said Resolution No. 2 has been withdrawn. Accordingly, the said item was not considered and therefore no voting result is being reported in respect of Resolution No. 2.

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				Payment of remuneration to Mr. Rishi Gupta (DIN: 01433190), Managing Director and Chief Executive Officer (“MD & CEO”) of the Bank for the FY 2024-25				
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	21636783	34.67	21636783	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	62411997	21636783	34.67	21636783	0	100	0
Public-Institutions	E-Voting	2417036	118446	4.90	118446	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2417036	118446	4.90	118446	0	100	0
Public-Non Institutions	E-Voting	18389369	85616	0.47	8369	77247	9.78	90.22
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	18389369	85616	0.47	8369	77247	9.78	90.22
Total		83218402	21840845	26.45	21763598	77247	99.65	0.35
Whether resolution is Passed or Not.							Yes	

KAUSHIK JOSHI & CO.

COMPANY SECRETARIES

205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097.

Peer Review Certificate No. 1417/2021

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 **January 29, 2026 ("Postal Ballot")** and Addendum dated March 26, 2026 to Postal Ballot notice dated January 29, 2026. 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, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 (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, February 26, 2026** to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on **Friday, February 20, 2026** 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. Further, an addendum dated March 26, 2026 for withdrawal of agenda no. 2 of the Postal Ballot notice was issued to the members of the Bank on March 27, 2026.
- 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, February 20, 2026** 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, February 27, 2026** in **Financial Express & The Free Press Journal in English** and **Navshakti in Marathi**. Further, a **Public Announcement** with respect to completion of dispatch of addendum to the Postal ballot Notice in three (3) newspapers **was made on Saturday, March 28, 2026** in **Financial Express & The Free Press Journal in English** and **Navshakti in Marathi**.
- 1.6 The remote e-voting **commenced on Saturday, February 28, 2026 at 9:00 a.m. (IST)** and **ended on Sunday, March 29, 2026 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, March 29, 2026** and the e-voting summary statement was thereafter downloaded from the NSDL's e-voting website on **March 30, 2026** at 11:10 a.m. 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. Payment of remuneration to Mr. Rishi Gupta (DIN: 01433190), Managing Director and Chief Executive Officer ("MD & CEO") of the Bank for the FY 2024-25

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
147	2,17,63,598	99.6463

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
50	77,247	0.3537

(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: **2,18,40,845 - 100%**
 % of total votes cast in favor of the Resolution: **2,17,63,598 - 99.6463%**
 % of total votes cast against the Resolution: **77,247 - 0.3537 %**

Resolution passed with requisite majority.

Note on Resolution No. 2:

It is to be noted that - Resolution No. 2 pertaining to the re-appointment of Mr. Rishi Gupta was proposed for approval of the Members and formed part of the Notice of the Postal Ballot. However, pursuant to the decision of the Board of Directors of the Company at its meeting held on March 26, 2026, the Bank issued an addendum dated March 26, 2026 which was duly circulated on March 27, 2026, informing the Members that the said Resolution No. 2 has been withdrawn.

Accordingly, the said item was not considered and therefore no voting result is being reported in respect Resolution No. 2.

- (3) In view of the above results, I hereby state that the special resolution proposed at item no. 1 of the Postal Ballot Notice dated January 29, 2026 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: 2026.03.30 20:23:22 +05'30'

Tribhuwneshwar B. Kaushik – Partner
M. No. F10607
COP No. 16207
UDIN: F010607G004137501
Place: Mumbai
Date: March 30, 2026

For Fino Payments Bank Limited

Basavraj Loni
Company Secretary & Compliance Officer