

March 20, 2025

BSE Limited

Corporate Relationship Department,
P.J. Towers,
Dalal Street, Mumbai- 400 001
(Scrip Code: 543386)

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (E), Mumbai - 400
051
(Symbol: FINOPB)

Dear Sir/ Madam,

Sub.: Disclosure of amendments to the amended and restated shareholders' agreement dated July 29, 2016 (as amended from time to time) entered into by Fino PayTech Limited with some of its investors.

Ref.: Regulation 30 and 30A read with clause 5A to Para A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 as amended from time to time ("SEBI Circular")

This disclosure is in furtherance to the disclosure made by Fino Payments Bank Limited ("**Bank**") to stock exchanges on August 14, 2023 and September 18, 2024 with respect to receipt of letters dated July 31, 2023 and September 17, 2024 respectively, from Fino PayTech Limited ("**Promoter**" / "**Holding Company**") disclosing the details of the amended and restated shareholders' agreement dated July 29, 2016 (as amended from time to time) ("**SHA**") entered into by the Holding Company with some of its investors, in compliance with the SEBI Listing Regulations and SEBI Circular.

We wish to inform that the Bank has received a letter dated March 19, 2025 from Promoter (received on March 19, 2025 at 08.15 p.m. IST) informing that Kamadgiri Finvest Private Limited ("**KFPL**") (existing investor of Promoter) and Promoter has entered into Deed of Cessation dated March 17, 2025. Consequent to the same KFPL ceased to be party to the SHA.

The required disclosure in compliance with the SEBI Listing Regulations and SEBI Circular is enclosed herewith for your information and record as **Annexure-I** and is also available on the website of the Bank at www.finobank.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

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

Annexure –I
DISCLOSURE OF THE AMENDMENT TO THE SHAREHOLDERS' AGREEMENT OF FINO PAYTECH LIMITED, IN COMPLIANCE WITH REGULATION 30A OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH THE RELEVANT CIRCULARS ISSUED THEREUNDER

A.		If the listed entity is a party to the agreement	
	i.	Details of the counterparties (including name and relationship with the listed entity)	Not Applicable
B.		If listed entity is not a party to the agreement	
	i.	Name of the party entering into such an agreement and the relationship with the listed entity	Fino PayTech Limited (“ Promoter ”) holds 75% of the shares of the Bank.
	ii.	Details of the counterparties to the agreement (including name and relationship with the listed entity)	Refer the disclosure dated August 14, 2023 read with disclosure dated September 18, 2024 made by the Bank to the stock exchanges and Point L below.
	iii.	Date of entering into the agreement	Refer the disclosure dated August 14, 2023 read with disclosure dated September 18, 2024 made by the Bank to the stock exchanges and Point L below.
C.		Purpose of entering into the agreement	Refer the disclosure dated August 14, 2023 read with disclosure dated September 18, 2024 made by the Bank to the stock exchanges and Point L below.
D.		Shareholding, if any, in the entity with whom the agreement is executed	Not Applicable
E.		Significant terms of the agreement (in brief)	Refer the disclosure dated August 14, 2023 read with disclosure dated September 18, 2024 made by the Bank to the stock exchanges and Point L below.
F.		Extent and the nature of impact on management or control of the listed entity	Refer the disclosure dated August 14, 2023 read with disclosure dated September 18, 2024 made by the Bank to the stock exchanges and Point L below.
G.		Details and quantification of the restriction or liability imposed upon the listed entity	Refer the disclosure dated August 14, 2023 read with disclosure dated September 18, 2024 made by the Bank to the stock exchanges and Point L below.
H.		Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Refer the disclosure dated August 14, 2023 read with disclosure dated September 18, 2024 made by the Bank to the stock exchanges and Point L below. Further, Kamadgiri Finvest Private Limited (“ KFPL ”) does not form part of the promoter/promoter group/group companies of the Bank.
I.		Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	Not Applicable
J.		In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable

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K.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Refer the disclosure dated August 14, 2023 read with disclosure dated September 18, 2024 made by the Bank to the stock exchanges and Point L below.
L.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s)	
i.	name of parties to the agreement	Fino PayTech Limited and KFPL.
ii.	nature of the agreement	Deed of Cessation pursuant to which KFPL ceased to be a party to the amended and restated shareholders' agreement executed between Fino PayTech Limited and some of its investors dated July 29, 2016, as amended from time to time ("SHA")
iii.	date of execution of the agreement	Deed of Cessation executed on March 17, 2025.
iv.	details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	As per the aforesaid Deed of Cessation, KFPL ceased to be a party to the SHA. Pursuant to aforesaid amendment, KFPL will not have any rights and obligations under the SHA.
v.	reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	Refer Point L (iv) above.

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