



Policy for Succession Planning for the Board and Senior Management

Document Review and Approval

Revision history

	Summary of Change	Prepared By	Reviewed by	Recommended by (Mgt. Com)	Approved by	Ver No.	Effective Date
1	First Release	Pratima Thomas - Head -HR	Basavraj Loni – DVP Legal and Company Secretary	Nomination and Remuneration Committee	Board of Directors	1.0	November 12, 2021
2	Second Release	Manjiri Barve- Head HR & CSR	Basavraj Loni –VP Legal and Company Secretary	Nomination and Remuneration Committee	Board of Directors	2.0	October 29, 2025

PREFACE

As per Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'), every listed entity is required to frame a policy on succession planning for the Board and Senior Management.

Whereas under Section 178 of the Companies Act, 2013 ("Companies Act") read with Regulation 19 of the Listing Regulations, the Company is required to constitute a Nomination and Remuneration Committee and development of a succession plan for the Board and senior management is an object of the Nomination and Remuneration Committee.

OBJECTIVE

As a Bank, we recognize the importance of succession planning for our Board and Senior Management for its smooth functioning. Succession planning is an essential function for an organisation for its survival and growth. Fino Payments Bank Limited ("Bank") has identified certain key positions in the Bank that are extremely crucial for the Bank's current and future growth.

It is, therefore, important that these positions be manned by skilled and best possible incumbents and those positions whenever fall vacant are filled well in time to avoid any leadership gaps.

The objectives of the Policy are, inter alia, as under:

- To identify and nominate suitable candidates for the Board's approval to fill vacancies which may arise in the Board from time to time.
- To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives.
- To identify the key job incumbents in senior management positions, and recommend whether the concerned individual be granted an extension in term/service or be replaced with an identified internal or external candidate or recruit other suitable candidate(s); and
- To ensure the systematic and long-term development of individuals in the senior management levels, to replace as and when the need arises due to deaths, disabilities, retirements, separations and other occurrences.

TITLE

This policy shall be called as **"Policy on Succession Planning for the Board and Senior Management"** (hereinafter called the "Policy").

SCOPE AND APPLICABILITY

This Policy is applicable to the following personnel:

1. Executive Director;
2. Non-Executive Directors;
3. Independent Directors;
4. Senior Managerial Position (SMPs)
 - i. Managing Director & Chief Executive Officer ("MD & CEO");
 - ii. Chief Financial Officer;
 - iii. Company Secretary;
 - iv. Critical/Sensitive Key Positions in business leadership at the discretion of the MD & CEO;
5. Any other positions within the Bank at the discretion of the board of directors of the Bank ("Board").

The words, terms and expressions referred to in this policy will have the same meaning as defined under the Companies Act, 2013 (the “Act”) and the rules made there under and the Listing Regulations including any statutory modification or re-enactment thereto, as the case may be.

In this Policy, unless the contrary intention appears:

- a. the clause headings are for ease of reference only and shall not be relevant to interpretation;
- b. a reference to a clause number includes a reference to its sub-clauses;
- c. words in singular number include the plural and vice versa.

SUCCESSION PLAN FOR THE BOARD

The Nomination & Remuneration Committee of the Board ("NRC"), shall be empowered to consider suitable candidate for being appointed or re-appointed as a Director of the Bank based on his / her expertise, educational qualification, experience & track record and accordingly any appointment or re-appointment of a Director shall be subject to prior approval by the NRC. NRC will apply a due diligence process to determine the suitability of any candidate who is being considered for being appointed / re-appointed as a director and every such director shall meet the 'fit and proper' criteria, as the Reserve Bank of India may stipulate from time to time.

SUCCESSION PLAN FOR THE SENIOR MANAGERIAL PERSONNEL

The NRC shall be responsible to review those senior managerial roles who are due for retirement or those who are on notice period consequent to resignation/attrition within the year. The NRC shall also be responsible to consider new vacancies that may arise because of business needs/expansion of Bank's business.

The NRC shall evaluate the incumbent after considering all relevant criteria like qualification, experience, previous role, age, leadership quality etc. and also recommend to the Board whether the concerned individual be granted an extension in term/service or be replaced with an identified internal or external candidates.

It shall also identify the competency requirements of the Board/SMPs. The NRC may utilize the services of professional talent firms to assist in identifying and evaluating potential candidates wherever required.

In event of any unexpected occurrence in respect of any member in the senior management team, the next person as per the origination chart and hierarchy shall take interim charge of the position subject to the approval of the NRC, pending a regular appointment in term of the succession plan.

CONFIDENTIALITY

All persons responsible for execution of the Succession Planning Policy shall ensure confidentiality of the discussions and decisions with regard to the prospective candidate, except that the information may be shared, if required, with the concerned candidate in order to prepare him for such elevation.

CONFLICT IN THE POLICY

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down or mentioned under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

AMENDMENT

Any amendments to this Policy or replacement of this Policy entirely with a new Policy will be recommended by NRC and will be approved by the Board. This Policy may be amended from time to time based on changing requirements as prescribed by the SEBI/Stock Exchange(s)/RBI or any other appropriate statutory authority.
