

FINO PAYMENTS BANK LIMITED

CIN: U65100MH2007PLC171959

Regd. Office: Mindspace Juinagar, Tower 1 Board Room, 8th Floor,
TTC Industrial Area, MIDC Shirwane, Navi Mumbai- 400706,
Phone: +91 22 7104 7000 Fax: +91 22 7104 7066,
E-mail: basavraj.loni@finobank.com website: www.finobank.com

NOTICE

NOTICE is hereby given that the Fifth (05th) Annual General Meeting (“AGM”) of the Members of Fino Payments Bank Limited (“Bank” or “the Company”) will be held on Saturday, September 25, 2021 at 5.30 P.M. at the Registered Office of the Bank at Board Room Mindspace Juinagar, Tower 1, 8th Floor, TTC Industrial Area, MIDC Shirwane, Navi Mumbai- 400706 to transact the following business. The Members/ representative may attend Annual General Meeting through Video Conferencing or Other Audio Visual Means, without their physical presence at a venue. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 3 of this Notice.

I. Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Bank for Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director Mr. Rishi Gupta (DIN: 01433190), Managing Director & CEO who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors and subject to the approval of Reserve Bank of India, approval of the Members be and is hereby accorded for the appointment of M/s. MSKC & Associates (formerly known as R.K. Kumar & Co.), Chartered Accountants (Registration No. 001595S) as Statutory Central Auditors of the Bank for a period of one year from the conclusion of this meeting until the conclusion of the next Annual General Meeting to conduct audit of Bank for the financial year 2021-22 at a remuneration to be determined by the Board of Directors and/or Audit Committee of the Bank, in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

FURTHER RESOLVED that approval of the Bank be accorded to the Board of Directors of the Bank (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including

seeking all necessary approvals, if any, to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

II. Special Business:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary resolution:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rajat Kumar Jain (DIN: 00046053), who was appointed as an Additional Director in the capacity of the Independent Director of the Bank with effect from November 02, 2020 to hold office as such until the conclusion of next Annual General Meeting of the Bank in terms of Section 161 of the Act and in respect of whom the Bank has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Bank to hold office for a term of five consecutive years commencing from November 02, 2020.”

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special resolution:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and subject to the approval of Reserve Bank of India in accordance with Section 35B of the Banking Regulation Act, 1949, Compensation Policy Guidelines of the issued by RBI on November 4, 2019 and applicable Guidelines of RBI for Payments Bank and other applicable provisions, if any of the relevant acts (including any statutory modifications or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to pay remuneration including performance bonus (variable pay) to Mr. Rishi Gupta, Managing Director & CEO of the Bank for the period from April 01, 2020 to March 31, 2021 including perquisites payable as per the Compensation Policy applicable to M.D. & CEO of the Bank.

The Break up of the Remuneration is as follows. (Amount in crores)

Total Fixed Pay (including perquisites)	1.87	
Cash variable	0.1	
EP (Share linked)	1.77	
Total	3.74	

RESOLVED FURTHER THAT subject to the approval of Reserve Bank of India, the approval of the Company be accorded to the Board of Directors of the Bank (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to vary, alter, increase, enhance or widen the terms and conditions of appointment and the remuneration payable to the appointee, from time to time, as they may deem fit, subject to the limits laid down in section 197 and all other applicable provisions of the Act and the Rules framed thereunder read with Schedule V of the Act including any statutory modification and re-enactment thereof for the time being in force and subject to the approval of the Central Government, if necessary, and subject to the requisite approvals, if any, being obtained.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any Director or Company Secretary of the Bank be authorised to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

For and on behalf of Board of Directors

Sd/-

Basavraj Loni

Company Secretary & DVP- Legal

Date : September 13, 2021

Place: Navi Mumbai

NOTES:

1. An Explanatory Statement as required pursuant to provisions of Section 102(1) of the Companies Act, 2013 is annexed herewith.
2. Additional information with resolution set out in Item Nos. 2, 4 and 5 of this notice is annexed hereto.
3. In view of the continuing Covid 19 pandemic, facility of VC/OAVM is also provided to shareholders. Below are the VC Credentials:

Below are the VC Credentials:

VC Details - Board Room (Anant)

Link: <https://call.lifesizecloud.com/241126>

Extension: 241126#

Passcode: 100014

4. Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to the members whose email id is registered with the Bank/ Depositories.
5. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND VOTE INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE BANK NOT LESS THAN 48 HOURS BEFORE THE MEETING.
6. Member/Proxy, desirous of attending the Meeting, must bring the Attendance Slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the venue entrance. The Members who are desirous of attending through VC/OAVM, the facility for appointment of proxies for such members will not be available for this AGM and also requirement of attendance sheet for such members shall be dispensed.
7. Corporate and Institutional members intending to send their authorised representative(s) to attend the meeting or attend through VC/OAVM are requested either to send to the Company, a certified copy of the Board resolution/ Authority letter authorising such representative(s) to attend and vote on their behalf at the meeting or are required to send scanned copy (pdf/jpg format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement will be available for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the Members from the date of

circulation of this Notice up to the date of AGM, i.e. September 25, 2021. Members seeking to inspect such documents can send an email to Bank's e-mail id basavraj.loni@finobank.com.

10. The documents of the Bank shall be sent in electronic form to those Members who have registered their e-mail address with the Bank. The Bank will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note. However, in case a Member wishes to receive physical copy of the said documents, he is requested to send an e-mail to basavraj.loni@finobank.com duly quoting his Folio number and email ID.
11. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our Registered Office, or at our e-mail ID basavraj.loni@finobank.com. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
12. The Bank's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are KFintech Technologies Private Limited ("KFintech") having their office at Karvy House", 46 , Avenue – 4, Street no. 1, Banjara Hills, Hyderabad – 500038, Andhra Pradesh.
13. In view of the outbreak of the COVID-19 pandemic, social distancing norms shall be mandatorily followed and also the guidelines issued by Government of Maharashtra shall be strictly adhered.
14. The route map and prominent landmark of the venue of the meeting is attached to this Notice.

STATEMENT ANNEXED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Rajat Kumar Jain (DIN: 00046053) as an Additional Director in capacity of Independent Director on November 02, 2020 on the Board of the Bank. As an Additional Director, Mr. Jain holds office till the date of AGM and is eligible for being appointed as an Independent Director. The Bank has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act"). The Bank has also received a declaration from Mr. Jain confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Bank.

In the opinion of the Board, Mr. Jain fulfills the conditions for his appointment as an Independent Director as specified in the Act and Board recommends his appointment as an Independent Director for a term of 5 consecutive years commencing from November 02, 2020.

The brief profile of Mr. Jain is hereunder:

An IIT Delhi and IIM Ahmedabad Alum, Mr. Rajat Kumar 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 to institutional funding. In particular, PadUp Ventures and Mr. Rajat Kumar Jain are focused on early stage technology based startups who are focused on solving some real problems at scale using Tech platforms like AI/ML, Blockchain, Data Analytics etc., and their applicability across sectors like Healthtech, FinTech, Edtech, Agritech, Cleantech etc. Currently, they have in their portfolio over 40 mentee companies including 5 startups in FinTech.

After 30 years career in Corporate India in leadership roles, Mr. Rajat Kumar Jain is now a Non-Executive Director on several Boards and Advisory Boards. His last corporate role was as Managing Director of Xerox India Limited where he led a Technology and Services business, providing hardware and software digital printing solutions to enterprises and retail segments alike. Apart from this, his key work areas include mentoring entrepreneurs' and executives alike as an angel investor & a startup mentor. Having worked across Consumer, Telecom, Media & Technology sectors, he has acquired expertise in technology, 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 and industry knowledge and an enviable industry network.

The Disclosure of interest of Mr. Jain is as follows:

Sr No.	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	Shareholding	Date on which interest or concern arose
1.	Gainindia Advisors LLP	Designated Partner	99	11/01/2010
2.	Startosphere Hub LLP	Designated Partner	67	23/05/2015
3.	Gainindia Consultancy Services LLP	Designated Partner	50	29/06/2015
4.	Padup Ventures Services LLP	Designated Partner	37	02/09/2016
5.	Aurocap Partners LLP	Designated Partner	24	19/09/2020
6.	Neva Garments Limited	Whole-Time Director	Nil	01/09/2014
7.	Kaleidoscope Events Private Limited	Director	Nil	16/04/2019
8.	Securenow Techservices Private Limited	Director	Nil	02/09/2019
9.	Tim Delhi Airport Advertising Private Limited	Director	Nil	30/03/2015
10.	Intelligent Resource Services Private Limited	Director	Nil	03/01/2020
11.	Padup Ventures Private Limited	Director	Nil	14/07/2015

Mr. Jain is not related to any other Director and Key Managerial Personnel of the Bank and also does not hold any shares of the Bank. Mr. Jain was appointed as an Additional Director in the capacity of Independent Director of the Bank on November 02, 2020 therefore he has attended 03 Board Meetings in F.Y 2020-21. The Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is disclosed aforesaid. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Jain are in any way, concerned or interested, financially or otherwise, in the said resolution. The resolution as set out in item No. 4 of this Notice is accordingly recommended as an ordinary resolution for your approval.

ITEM NOS. 2 and 5

Mr. Rishi Gupta, aged 52 years, is a qualified and certified rank holder Chartered Accountant and also a Cost Accountant. Mr. Gupta brings over two decades of diverse experience in the corporate sector including banking sector.

AON, a Market leader in Executive Compensation provided their study and views on remuneration of Mr. Rishi Gupta, MD & CEO to Nomination and Remuneration Committee ensure holistic view in line with RBI expectation. Considering the same and after reviewing the performance of the Bank vis-a-vis the performance of Mr. Rishi Gupta, industry standards, the Nomination and Remuneration Committee recommended to the Board the remuneration of Mr. Rishi Gupta. The Board of Directors at its meeting held on September 13, 2021 had in line with the letter dated July 15, 2021 issued by RBI and pursuant to the recommendation of Nomination and Remuneration Committee and subject to the approval of the Reserve Bank of India and the Shareholders, approved the revision in remuneration of Mr. Rishi Gupta, Managing Director & CEO of the Bank for the period from April 01, 2020 to March 31, 2021 and perquisites payable as per the Compensation Policy applicable to M.D. & CEO of the Bank in the manner given below:

The break-up of the remuneration is as follows:

1. Total Fixed Pay (including perquisites)	:	Rs. 1.87 Crs
2. Cash variable	:	Rs. 0.1 Crs
3. EP (Share linked)	:	Rs. 1.77 Crs
Total		Rs. 3.74 Crs

Notes:

1. Retirals and benefits as per statutory requirements

Mr. Rishi Gupta holding DIN 01433190 was first appointed on the Board of Directors on June 27, 2016. He had attended all 05 Board meetings held during the financial year 2020-21.

Mr. Rishi Gupta holds two shares in the Bank as registered owner without having beneficial interest in the same and the directorship and membership in other entities and other details are mentioned below:

Sr No.	Names of the Companies /bodies corporate/ association of individuals	Nature of interest or concern / Change in interest or concern	Shareholding*	Date on which interest or concern arose / changed
1.	Mumbai Cricket Association	Member	NA	September 2013
2.	Daybox Technologies Private Limited	Member	160 equity shares of face value of Rs.10 each	August 10, 2016
3.	Humour Me Private Limited	Member	126 equity shares of face value of Rs.10 each	September 29, 2018
4.	SQL Star International Limited	Member	500 equity shares of face value of Rs.10 each	June 1989
5.	National Council on Banking and Financial Services	Co-Chairman	NA	March 17, 2021

Except Mr. Rishi Gupta, none of the Directors and Key Managerial Personnel of the Bank and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 and 5.

Statement to the Shareholders as required under sub-clause (C) of Section II of Part II of Schedule V to the Companies Act, 2013:

I. GENERAL INFORMATION:

- (1) Nature of Industry: The Company is engaged in the business of Payments Bank segment and is a Banking Company. The Bank offers services such as current and savings accounts, remittances, business correspondent, mobile banking, bill payments and third party financial products distribution. The Bank is engaged in various types of financial services to the rural, poor and underserved and unserved classes to help them being economically self- reliant.
- (2) Date of commencement of commercial production: June 23, 2007 (erstwhile Fino Fintech Ltd). However June 30, 2017 was the commencement date of Payments Bank business. Since the Company is into banking sector, hence there is no date of commercial production.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators: The Revenue of the Bank is Rs. 791.0 Crore in F.Y 2020-21 and the Bank has earned a Profit of Rs. 20.5 Crores as on March 31, 2021.

- (5) Foreign Investments or Collaborators, if any : Nil as on March 31, 2021

II. INFORMATION ABOUT THE APPOINTEE:

- (1) Background details of Mr. Rishi Gupta: He is a qualified and certified rank holder Chartered Accountant and Cost Accountant and has more than two decade of rich experience in the Corporate sector including banking sector.
- (2) Past Remuneration: (i) Remuneration paid for F.Y 2019-20 was Rs. 1,37,61,718/- which includes Salary and Allowances plus perquisites as per Compensation policy of the Bank and Performance bonus (Variable pay) of Rs. 40,00,000/- was paid for F.Y 2019-20 pursuant to RBI approval letter dated March 17, 2021.
- (3) Recognition or awards: In 2011, 2012 and 2013, Mr. Gupta was awarded the "CFO100 Roll of Honour". He also bagged the "The Indian CFO Award for Excellence in Finance in a Start-up" by the IMA in 2013. Mr. Gupta was also awarded under the category CA Entrepreneur- Path Breaker Banking & Financial Institution organized by the Committee for Professional Accountants in Business & Industry (CPABI) on 19th January, 2018 and Mr. Gupta was also awarded "100 Top Most Influential BFSI Leaders" in February 2019.
- (4) Job profile and his suitability: A founding member of Fino PayTech Limited, in his previous role as COO and CFO, Mr. Rishi leads a team focused on bringing to fruition Fino's vision of being the universally preferred choice of customers, by fulfilling all their financial service needs to the Team. Rishi successfully built and managed cutting-edge operational and financial capabilities at Fino.

Prior to joining Fino, Rishi worked with the International Finance Corporation (IFC) in New Delhi, India. He was also the founding member of the Business Correspondent Federation of India (BCFI) and served as the Chairman of its Economic Affairs Committee.

Rishi brings over two decades of diverse experience across verticals like manufacturing, banking and international institutions. He began his career with Maruti Udyog Limited and then joined ICICI Limited, from where he advanced to senior roles.

- (5) Remuneration proposed: As mentioned herein before.
- (6) Comparative remuneration profile with respect to industry size of the Company, profile of the position and person: This bank is relatively new model designed by RBI and a differentiated Banks gradually upcoming in the industry, hence the proposed remuneration is not comparable.
- (7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any : NONE

III. OTHER INFORMATION:

- (1) Reasons of loss or inadequate profits: The Bank has completed three years of its operations since the date of commencement is June 30, 2017. Due to being in its initial stage of operations, the Bank had incurred significant overheads which led to inadequate profits.
- (2) Steps taken or proposed to be taken for improvement: The Business operations are to be increased in large magnitude, costs of operations are to be reduced to the extent possible and other indirect costs are also to be reduced comparatively.
- (3) Expected increase in productivity and profits in measurable terms: As Payments Bank, we have made a steady start which is evident with increase in our transaction volumes despite huge competition in the market. The Bank has been also reckoned as a more evolved Payments Bank in the segment and our USP of convenience and simplicity is now standing out.

IV. DISCLOSURES:

- (1) The shareholders of the Bank are informed of the remuneration package of Mr. Rishi Gupta through the Explanatory Statement which is an Annexure to this notice.
- (2) The Bank is an unlisted Company; hence disclosures required in the Directors' Report under the head 'Corporate Governance' are not applicable.

None of the Directors and Key Managerial Personnel of the Bank, except Mr. Rishi Gupta, or his relatives are concerned or interested, financially or otherwise, in the said Special Resolutions as set out as Item nos. 5 of the Notice.

This should also be treated as an abstract of the terms of remuneration of Mr. Rishi Gupta and the memorandum of interest of the Director in the said appointment as contemplated under relevant provisions of the Companies Act, 2013. The Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is disclosed aforesaid.

The Board recommends the resolutions to the shareholders under Item Nos. 5 to be passed as a Special Resolutions.

For and on behalf of Board of Directors

Sd/-

Place: Navi Mumbai
Date: September 13, 2021

Basavraj Loni
Company Secretary & DVP-Legal

FINO PAYMENTS BANK LIMITED

CIN: U65100MH2007PLC171959

Regd. Office: Mindspace Juinagar, Tower 1 Board Room, 8th Floor,

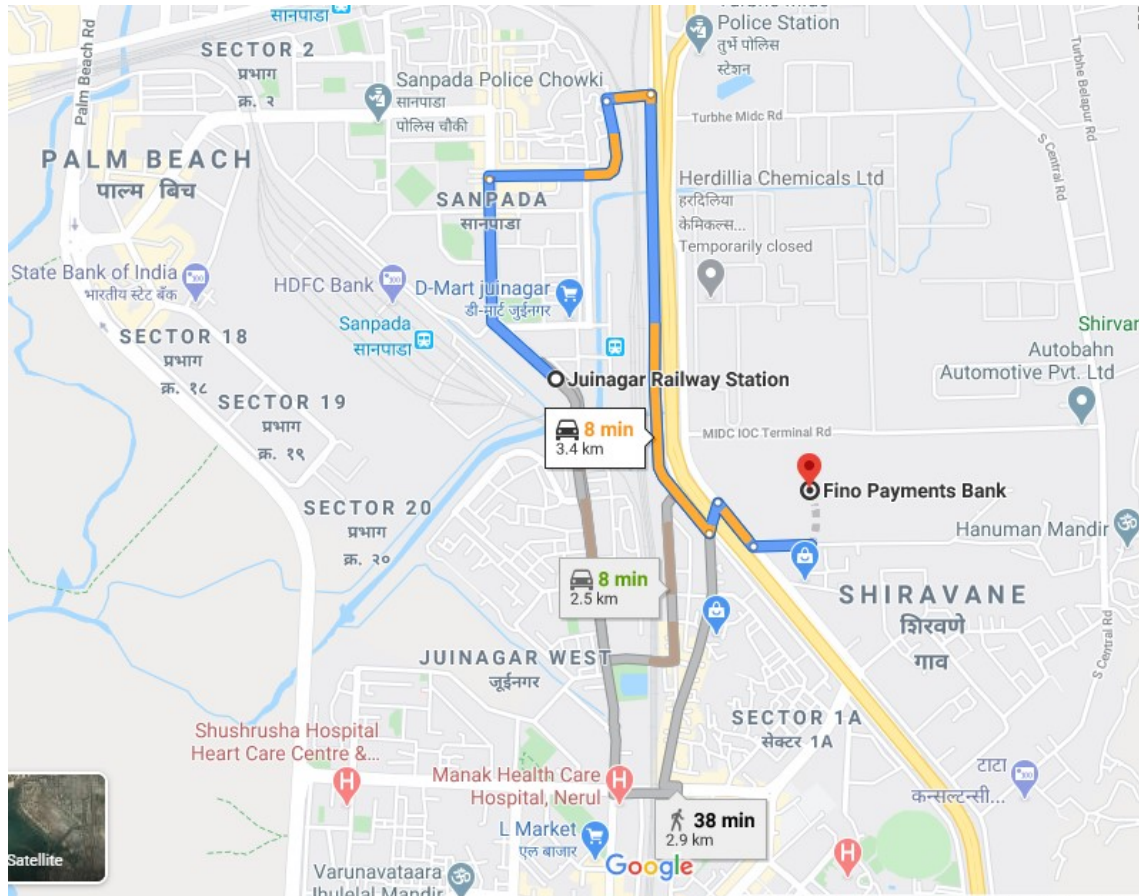
TTC Industrial Area, MIDC Shirwane, Navi Mumbai- 400706,

Phone: +91 22 7104 7000 Fax: +91 22 7104 7066,

E-mail: basavraj.loni@finobank.com website: www.finobank.com

Route Map

Landmark: Mindspace Juinagar, Juinagar, Navi Mumbai



FINO PAYMENTS BANK LIMITED

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ATTENDANCE SLIP

(PLEASE COMPLETE THIS SLIP AND HAND IT OVER AT THE ENTRANCE OF MEETING HALL)

05TH ANNUAL GENERAL MEETING

Folio No. / DP ID :
Name of the member(s) :
Joint Holder 1 :
Joint Holder 2 :
Registered Address :
E-mail id :

I/We hereby record my/our presence at the **05th ANNUAL GENERAL MEETING** of the Bank being held on Saturday, the September 25, 2021 at 5.30 p.m. at Registered Office of the Bank at Mindspace Juinagar, Tower 1 Board Room, 8th Floor, TTC Industrial Area, MIDC Shirwane, Navi Mumbai-400706 or alternatively the Members/Representative may attend Annual General Meeting through Video Conferencing or Other Audio Visual Means, without their physical presence at a venue.

(Signature of the Members/Proxy/Authorised Representative)

Notes:

1. Please complete the Folio/DP ID – Client ID no. and name of the Member / Proxy, sign this attendance Slip and Hand it over, duly signed at the entrance of the Meeting Hall.
2. If a Member attending the meeting through Video Conferencing or Other Audio Visual Means than no need to submit this attendance slip.
3. Only members of the Bank and/or their proxy will be allowed to attend the meeting.

FINO PAYMENTS BANK LIMITED

CIN: U65100MH2007PLC171959

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FORM OF PROXY
05th ANNUAL GENERAL MEETING- SEPTEMBER 25, 2021

 [Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
 (Management and Administration) Rules, 2014]

 Name of the member(s) :
 Registered address :
 E-mail Id :
 Folio No./DP Id & Client Id :

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

 1. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____, or failing him;

 2. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____, or failing him;

 3. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____, or failing him;

 as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 05th Annual General Meeting of the Bank to be held on Saturday, September 25, 2021 at the Registered Office of the Bank at Mindspace Juinagar, Tower 1 Board Room, 8th Floor, TTC Industrial Area, MIDC Shirwane, Navi Mumbai- 400706, Maharashtra at 5.30 p.m. and at any adjournment thereof.

Reso lutio n no.	Particulars	FOR	AGAINST
1.	To receive, consider and adopt the Audited Financial Statements for financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint Mr. Rishi Gupta (DIN: 01433190), Managing Director & CEO who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/s. MSKC & Associates (formerly known as R.K. Kumar & Co.), Chartered Accountants (Registration No. 001595S) as Statutory Central Auditors of the Bank for period of one year from the conclusion of this meeting until the conclusion of the next Annual General Meeting to conduct audit of Bank for the financial year 2021-22 and to fix their remuneration.		

4.	To approve appointment of Mr. Rajat Kumar Jain (Din: 00046053) who was appointed as an Additional Director in the capacity of the Independent Director of the Bank with effect from November 02, 2020 as an Independent Director of the Bank to hold office for a term of five consecutive years w.e.f November 02, 2020.		
5.	To approve proposed remuneration including performance bonus (variable pay) to Mr. Rishi Gupta, Managing Director & CEO of the Bank for the period from April 01, 2020 to March 31, 2021 and perquisites payable as per Compensation policy of the Bank, subject to approval of RBI.		

If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form is returned, duly-signed but without specific direction on whether to vote for or against the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will not be entitled to vote on any resolution put to the meeting other than those set out in the notice convening the meeting.

Signed this _____ day of2021

Affix Re.1/-
Revenue Stamp

Signature of Proxy _____

Signature of the Member _____

Note: The proxy form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Bank not later than 48 hours from the time of meeting.