



LETTER OF OFFER FOR RIGHTS ISSUE OF EQUITY SHARES

For private circulation to the Eligible Equity Shareholders only

FINO PAYTECH LIMITED

(The Company is a public limited Company incorporated under the provision of the Companies Act, 1956 on June 15, 2006. The Company was originally incorporated as “Financial Information Network And Operations Private Limited”, a private limited Company, pursuant to a certificate of incorporation dated June 15, 2006 issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, on conversion of the Company into a public limited company, the Company name was changed to “Financial Information Network and Operations Limited” and a fresh certificate of incorporation dated February 2, 2007 was issued to the Company by the Registrar of Companies, Maharashtra at Mumbai. Further, the name of the Company was changed to Financial Inclusion Network & Operations Limited on September 01, 2010. Thereafter, the name of the Company was changed to Fino PayTech Limited and a fresh certificate of incorporation dated August 7, 2012 was issued to the Company by the Registrar of Companies.)

Registered and Corporate Office: Mindspace Juinagar, 9th Floor, Plot No. Gen 2/1/F,
Tower 1, TTC Industrial Area, MIDC Shirwane,
Juinagar, Navi Mumbai-400706, Maharashtra, India

Tel: (+91 22) 71377000; **CIN:** U72900MH2006PLC162656

E-mail: jitendra.garg@finopaytech.com; **Website:** www.finopaytech.com

Contact Person: Mr. Jitendra Garg, Company Secretary & Manager-Legal

REGISTRAR AND SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited

18-20 Jafferbhoy Ind. Estate, 1st Floor,
Makhwana Road, Marol Naka, Andheri (E),

Mumbai 400059, India

Tel: +91-022-4227 0400

Email: info@adroitcorporate.com, n.surreash@adroitcorporate.com

OFFER SCHEDULE

OFFER OPENS ON	LAST DATE FOR REQUEST FOR SPLIT APPLICATION FORMS	OFFER CLOSURES ON
September 04, 2021	September 15, 2021	September 21, 2021

The Company reserves its right to change the terms of the Offer at its sole discretion without giving any reason or prior notice.

DEFINITIONS

Term	Description
“Fino PayTech Limited” or “FPL” or “the Company” or “our Company” or “Issuer” or “we” or “us” or “our”	means the Fino PayTech Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 having corporate identification number “U72900MH2006PLC162656” and its registered office at Mindspace Juinagar, 9 th Floor, Plot No. Gen 2/1/F, Tower 1, TTC Industrial Area, MIDC Shirwane, Juinagar Navi Mumbai-400706, Maharashtra, India.
Offer	means the offer of Offered Equity Shares to Eligible Shareholders on rights basis in the ratio of 1 (One) Offered Equity Share for every 34 (Thirty Four) Equity Shares held on the record date.
Offer Opening Date	September 04, 2021.
Offer Closing Date	September 21, 2021.

Offer Price	INR 252 (Rupees Two Hundred and Fifty Two including a premium of Rupees Two Hundred and Forty Two Only and a Face value of Rs. Ten Only) per Equity Share
Offered Equity Shares	means the 29,66,470 (Twenty Nine Lakhs Sixty Six Thousand Four Hundred and Seventy) Equity Shares being offered to the Eligible Shareholders as part of the Offer, and Offered Equity Share shall be construed accordingly.
Record Date	August 27, 2021.
Registered Office	means the registered office of the Company situated at Mindspace Juinagar, 9 th Floor, Plot No. Gen 2/1/F, Tower 1, TTC Industrial Area, MIDC Shirwane, Juinagar Navi Mumbai-400706, Maharashtra, India.
Registrar and Transfer Agent (RTA)	means Adroit Corporate Services Private Limited situated at 18-20 Jafferbhoy Ind. Estate, 1st Floor, Makhwana Road, Marol Naka, Andheri (E), Mumbai 400059, India.

COMPANY AND ITS BUSINESS

History and Background

The Company is a public limited Company incorporated under the provision of the Companies Act, 1956 on June 15, 2006. The Company was originally incorporated as “Financial Information Network And Operations Private Limited”, a private limited Company, pursuant to a certificate of incorporation dated June 15, 2006 issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, on conversion of the Company into a public limited company, the Company name was changed to “Financial Information Network and Operations Limited” and a fresh certificate of incorporation dated February 2, 2007 was issued to the Company by the Registrar of Companies, Maharashtra at Mumbai. Further, the name of the Company was changed to Financial Inclusion Network & Operations Limited on September 01, 2010. Thereafter, the name of the Company was changed to Fino PayTech Limited and a fresh certificate of incorporation dated August 7, 2012 was issued to the Company by the Registrar of Companies.

Our Board of Directors

The general supervision, direction and control of our affairs and business are vested with the Board. The following table sets forth current details regarding the Board of Directors:

S. No.	Name, Designation and DIN
1.	Mr. Ashok Kasaragod Kini, Non-Executive Chairman and Independent Director (DIN: 00812946)
2.	Dr. Anjana Grewal, Independent Director (DIN: 06896404)
3.	Mr. Ramakrishna Gupta Vetsa, Nominee Director (DIN: 08188547)
4.	Mr. Alok Gupta, Nominee Director (DIN: 03289654)
5.	Mr. Sudeep Gupta, Whole-time Director (DIN: 07899859)

Committees of the Board

The Company has constituted the following four (4) committees of the Board under the Companies Act, 2013:

- Audit Committee,
- Nomination and Remuneration- Committee,
- Stakeholders’ Relationship Committee
- Corporate Social Responsibility Committee

Apart from above the Board has constituted Operations Committee.



Our Subsidiaries & Associate Company

Presently the Company has three (3) subsidiaries and one (1) associate company as given below:

1. Fino Payments Bank Limited, Wholly-owned subsidiary
2. Fino Finance Private Limited, Wholly-owned subsidiary
3. Fino Financial Services Private Limited, Wholly-owned subsidiary
4. Fino Trusteeship Services Limited, Associate Company

Business of the Company, its Subsidiaries and Associate Company

Fino PayTech Limited

The Company is primarily engaged in providing technology-based solutions and services related to financial inclusion. Its business and banking technology platform combined with extensive service delivery channels. The Company services institutions such as banks, micro finance institutions, government entities and insurance companies.

Fino Payments Bank Limited, Wholly-owned subsidiary

Fino Payments Bank Limited ("the Bank") operates an asset light business model that principally relies on fee and commission based income generated from merchant network and strategic commercial relationships. Each merchant serves the banking and financial needs of its community, which in turn form the backbone of assisted-digital ecosystem. The merchant's use of technology and use of analytics on the data that capture enhances the merchant's ability to cross sell the third party products that offer, to existing customers, thereby increasing potential revenue and opportunity to further customize products and services offering. Such a merchant-led distribution model requires minimal capital expenditure cost because the on-boarding and setup capital expenditure costs are borne by the merchant and accordingly, allows for operating leverage and efficient expansion in a timely manner. Through the "phygital" delivery model merchant's on-board customers and facilitate transactions, ensuring network grows and products and services are more accessible to a broader range of customers throughout India.

The Bank is a public limited company and is registered with RBI. The RBI issued a license to the Bank on 30th March, 2017 under section 22(1) of the Banking Regulation Act, 1949 to carry on the business of Payments Bank in India.

Reserve Bank of India (RBI) issued a notification DOR.No.Ret.BC.43/12.07.150/2020-21 dated February 22, 2021 on inclusion of "Fino Payments Bank Limited" in the Second Schedule of the Reserve Bank of India Act, 1934 vide Notification DoR.NBD.No. 2138/16.03.005/2020-21 dated January 01, 2021 and published in the Gazette of India (Part III - Section 4) dated February 13 - February 19, 2021. Accordingly, Fino Payments Bank became a Scheduled Bank with effect from January 01, 2021.

The Bank offers services such as current and savings accounts, remittances, business correspondent, mobile banking, bill payments and third party financial services to the rural, poor and underserved and unserved classes to help them be economically self-reliant.

Fino Finance Private Limited, Wholly-owned subsidiary

Fino Finance Private Limited is engaged in the business of a non-deposit taking NBFC-MFI registered with the RBI. It provides customer-centric financial services, mainly in the form of micro-credit, to the under-served and un-served women population and MSMEs of the country. The credit extended is utilized majorly in agriculture and allied activities as well as in small businesses. Through its products and services, the company aims at empowering the economically active poor households and MSMEs to grow their businesses and thus improve their overall quality of lives.

Fino Financial Services Private Limited, Wholly-owned subsidiary

Fino Financial Services Private Limited was incorporated on 23rd September, 2014 and is a wholly owned subsidiary of Fino PayTech Limited. Further no operations are carried out.

Fino Trusteeship Services Limited, Associate Company

Fino Trusteeship Services Limited was incorporated on 14 May, 2009. Fino Trusteeship Services Limited is primarily engaged in providing trusteeship services. Fino Trusteeship Services Limited currently acts as a trustee for Fino ESOP Trust and Fino Fintech Foundation Trust.

FINANCIAL INFORMATION

The following table sets forth summary financial information derived from our audited financial statements as of and for the financial year ended March 31, 2021.

Statement of Profit and Loss

(Amount in INR lakhs)

Particulars	Standalone for the year		Consolidated for the year	
	2020-21	2019-20	2020-21	2019-20
I Income				
(a) Revenue from operations	1,926.85	6,226.45	83,451.26	82,736.79
(b) Other income	307.01	187.76	2,585.97	2,554.50
Total Revenue	2,233.86	6,414.21	86,037.23	85,291.29
II Expenditure				
(a) Purchase of goods and services	869.64	2,774.88	13,343.20	14,721.55
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	126.61	573.80	1,225.35	(365.60)
(c) Employee Benefits Expenses	688.07	917.58	14,562.90	17,045.78
(d) Finance Cost	178.35	204.45	3,957.24	5,640.52
(e) Depreciation and amortisation expense	228.03	282.84	6,631.61	3,730.12
(f) Other expenses	1,691.78	821.40	51,294.52	46,504.65
Total Expenses	3,782.48	5,574.95	91,014.83	87,277.02
III Profit / (Loss) before exceptional items and tax	(1,548.62)	839.26	(4,977.60)	(1,985.73)
IV Profit / (Loss) before tax	(1,548.62)	839.26	(4,977.60)	(1,985.73)
V Less : Tax Expense	55.27	33.28	63.53	113.91
VI Profit / (Loss) for the year	(1,603.89)	805.98	(5,041.13)	(2,099.64)
VII Less : Other Comprehensive Income	(156.60)	(38.03)	(199.56)	(119.83)
VIII Profit / (Loss) for the year	(1,760.49)	767.95	(5,240.70)	(2,219.47)
IX Profit / (Loss) for the year after Minority Interest	(1,760.49)	767.95	(5,240.70)	(2,219.47)
X Earnings per equity share				
Basic (in Re.)	(1.25)	0.63	(3.94)	(1.66)
Diluted (in Re.)	(1.25)	0.62	(3.94)	(1.66)

CAPITAL STRUCTURE OF THE COMPANY

Particulars	Aggregate Nominal Value (in INR)
(A) Authorized Share Capital	
17,00,00,000 Shares of INR 10 (INR Ten) each (12,00,00,000 Equity Shares and 5,00,00,000 Preference Shares)	170,00,00,000/-
(B) Issued, Subscribed and Paid-up Equity Share Capital before the Issue	
12,46,90,701 Shares of INR 10 (INR Ten) each (10,08,59,486 Equity Shares and 2,38,31,215 Preference Shares)	1,24,69,07,010/-
(C) Present Issue being offered to the Existing Equity Shareholders through this Letter of Offer	
29,66,470 Equity Shares of INR 10 (INR Ten) each at an Offer Price of INR 252 (INR Two Hundred and Fifty Two) including premium of INR 242/- each	74,75,50,440/-
(D) Issued, Subscribed and Paid-up Equity Share Capital after the Issue (assuming full subscription for and allotment of Equity Shares)	
12,76,57,171 Shares of INR 10 (INR Ten) each (10,38,25,956 Equity Shares and 2,38,31,215 Preference Shares)	1,27,65,71,710/-

TERMS OF OFFER AND OTHER RELEVANT OFFER RELATED INFORMATION

The Offered Equity Shares are subject to the provisions of the Companies Act, RBI/FEMA Regulations and the Charter Documents, the terms and conditions of this document.

Summary of the terms of the Offer

Details of Offered Equity Shares	
Rights Equity Shares being offered by the Company	29,66,470
Issue Size	Rs.74,75,50,440
Rights Entitlement	1 (One) Offered Equity Share for every 34 (Thirty Four) Equity Shares (1:34) held on the Record Date i.e. August 27, 2021.
Offer Price	INR 252 (Rupees Two Hundred and Fifty Two including a premium of Rupees Two Hundred and Forty Two only) per offered Equity Share
Face Value per Offered Equity Share	INR 10 (Rupee Ten)
Premium per Equity Share	INR 242 (Rupees Two Hundred Forty Two Only) per Offered Equity Share
Payment terms	100 (One Hundred) per cent at the time of application. All the payments for accepted equity shares are to be made by way of NEFT/ RTGS/ IMPS/ Cheque/ Demand Draft in mentioned Company's account
Important Dates	
Record Date	August 27, 2021
Offer Opening Date	September 04, 2021
Last date for request for split application forms	September 15, 2021
Offer Closing Date	September 21, 2021

Basis of the Offer

The Offered Equity Shares are being offered to the Eligible Shareholders as per the list furnished by the registrar and share transfer agent of the Company on the Record Date.

Authority for Offer

The Board of Directors of the Company has approved the Offer at its meeting held on August 27, 2021.

Objects of the Offer

The Company is engaged in the business of providing technology solutions to various banks, insurance companies and government institutions.

Fino Payments Bank Limited - a Payments Bank Entity ("Payments Bank"), Fino Finance Private Limited – Non Banking Financial Company ("NBFC") and FINO Financial Services Pvt. Ltd. are the wholly-owned subsidiaries of the Company. FINO Trusteeship Services Ltd. is an associate company of Fino PayTech Limited.

The Company, being the holding company of the NBFC, facilitates infusion of capital as per NBFC's capital requirements.

Principal Terms

Rights Entitlement

Each Eligible Shareholder is entitled to:

1 (One) Offered Equity Share for every 34 (Thirty Four) Equity Shares held on the Record Date.

Face Value and Issue Price

Each Offered Equity Share has a face value of INR 10 (Rupee Ten only) and shall be issued at an Offer Price of Rs.252 (Rs. Two Hundred and Fifty Two Only) including a premium of Rs. 242/- (Two Hundred and Forty Two Only.)

Terms of payment

(a) For Offered Equity Shares – full amount is to be paid at the time of application itself.

Mode of payment

(a) Bank transfer (NEFT/RTGS/IMPS) to the following bank account of the Company:

Payee Name	Fino PayTech Limited
Name of the Bank	YES Bank Limited
Branch	APMC Vashi, Navi Mumbai
IFSC Code	YESB0000248
Account Number	024861000000332
Account Type	Current

In case of payment by bank transfer, please enclose a copy of the bank acknowledgement evidencing the payment along with the application form.

(b) Shareholder who doesn't have the Internet Banking facility can make the payment through Cheque/ demand draft drawn in favour of **"Fino PayTech Limited"**. All cheques/demand draft must be crossed "A/c Payee only". Please enclose the cheque/ demand draft with the application form. To avoid any misuse of instruments, the applicants are advised to write the application number and name of the first applicant, if applicable, on the reverse side of the cheque/ demand draft.

Fractional Entitlement

- (a) Minimum 1 (One) share shall be allotted to each Shareholder where the entitlement of any Shareholders is less than 1 (One) share.
- (b) If less than 0.5, it shall be rounded up to the lowest nearest integer,
- (c) If equal to or more than 0.5, it shall be rounded up to the highest nearest integer.

Rights attached to the Offered Equity Shares

The new Equity Shares offered shall carry the same rights as the existing Equity Shares and shall rank pari passu, in all respects, with the existing Equity Shares.

Joint holders

In case of two or more persons are registered as the holders of any Equity Shares, the first shareholder shall be considered as the Eligible Shareholder for the purposes of the Offer.

Options available to an Eligible Shareholder

An Eligible Shareholder can:

- (a) apply for the full entitlement of the Offered Equity Shares,
- (b) apply for part entitlement of the Offered Equity Shares and either decline the remaining part or renounce the remaining part in favour of a third person,
- (c) renounce his / her entire entitlement (in part or in full);

Additional Equity Shares

An Eligible Shareholder may apply for additional Equity Shares over and above Rights Entitlement provided he has applied for all the Equity Shares offered without renouncing them in whole or in part in favour of any other person(s). Applications for additional Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board. If you desire to apply for additional Equity Shares, please indicate your requirement in the place provided for additional Equity Shares on the online portal of RTA or Part A of the CAF. The Renouncees applying for all the Equity Shares renounced in their favour may also apply for additional Equity Shares. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made on a proportionate basis at the sole discretion of the Board.

Unsubscribed portion

The unsubscribed portion, if any, after the Offer closes shall be disposed by the Board in such manner as it may deem fit in its absolute discretion, subject to it not being disadvantageous to the Shareholders and the Company.

Basis of Allotment

Subject to the provisions contained in the Letter of Offer, the Articles of Association of our Company, the Board will proceed to Allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Shareholders who have applied for their Rights Entitlement of Rights Equity shares either in full or in part and also to the Renouncee(s) who has/ have applied for Equity Shares renounced in their favour, in full or in part.
- (b) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of the Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment under (a) above. The Allotment of such Rights Equity Shares will be at the sole discretion of the Board, as a part of the Issue and will not be a preferential allotment.
- (c) The Board reserves its full, unqualified and absolute right to accept or reject any application, in whole or in part, and in either case without assigning any reason thereto.

Renunciation

Shareholders may also renounce all or any of the equity shares they are entitled to, in favour of any person. Any renunciation by residents in favour of non-residents shall be in accordance with the provisions laid down by the Reserve Bank of India ("RBI"), Foreign Exchange management Act("FEMA"), the Foreign Investment Promotion Board ("FIPB") and/or necessary permissions if, applicable and such permissions should be attached to the Application form. Any renunciation by residents in favour of non-residents is subject to discretion of Board of Directors to accept or reject the same.

The Allotment of Equity Shares in the Rights Issue will be subject to the shareholding limits.

IMPORTANT NOTES:

- (a) A person in whose favour an Eligible Shareholder is renouncing his/her/its entitlement cannot further renounce those rights.
- (b) The allotment of Offered Equity shares shall be made by the Company in accordance with the applicable provisions of the Companies Act, 2013 and FEMA. Accordingly, our Board may reserve the right to allot the Offered Equity Shares in favour of an Eligible Shareholder or a renouncee if such allotment will result in violation of applicable laws.
- (c) The Equity Shares will be allotted by the Company in dematerialised form only and no request for issuance of physical share certificate shall be entertained by the Company at any point of time.

- (d) In case your application form completed in all respect is not received on or before closure of business hours on September 21, 2021, your right for applying/renouncing the equity shares shall be deemed to be waived and the Board will have absolute power to dispose of such shares in its sole discretion in the best interest of the Company.
- (e) Application for a total value of Rs. 50,000/- (Rupees Fifty Thousand only) or more, applicants' income tax PAN details must be provided along with application. Application without this will be considered incomplete and are liable to be rejected.
- (f) The form found incomplete with regard to any of the particulars required to be given therein and/or which are not in conformity with the terms of offer letter are liable to be rejected and money paid in respect thereof will be refunded within 15 days of closure of offer period without any interest.
- (g) For NRI investor along with the application form the following documents will be submitted along with the application form:
 - KYC from the Bank
 - Certified copy of FIRC or / NRE statement
 - Letter from AD towards confirmation of debit to NRE account held with them
 - Any other Documents as may be required under the prevalent laws.

PROCEDURE FOR APPLICATION-HOW TO APPLY

Procedure for Application through the Registrar website – Online Application

Resident Investors, making an Application through Online Application, shall make online payment using internet banking. Prior to making an Application, such Investors should enable the internet banking of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. Our Company and the Registrar shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same. Online Application facility will be operational from the Issue Opening Date.

Set out below is the procedure followed using the Online Application:

- (a) Resident Investors should visit Rights Issue - Online Application (accessible at <https://www.adroitcorporate.com>) and fill the online Application Form in electronic mode.
- (b) Please ensure to provide correct DP ID, Client ID and form no. while submitting the online Application Form.
- (c) Non-resident Investors are not eligible to apply in this Issue through Online Application.

Non-Resident shareholders with Repatriation benefits are requested to read the instructions given separately specific to Non-Resident shareholders with Repatriation Benefits as they are not eligible to apply. Online Application mode is available for all other shareholders except NRI shareholders with Repatriation benefits.

- (d) the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, amongst others, will require details of total number of Rights Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.
- (e) The Investors who are Renouncees should select the category of 'Renouncee' on the Online Application portal and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renouncees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for. For all renounce cases the duly filled in and signed forms along with payment details should reach RTA- Adroit Corporate Services Private Limited within two days from the date of application/online payment.
- (f) Prior to making an Application, the Investors should enable the internet banking facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected.
- (g) The Investors shall make online payment using internet banking from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.
- (h) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- (i) The Application Money collected through Applications made on the Online Application will be credited to the Current Account, opened by our Company.

For shareholders those who held shares in physical mode

Equity shares in rights issue will be allotted/credited only in demat form.

Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account (Client Master Sheet,

LETTER OF OFFER



Bank account details with copy of cancel cheque and copy of self-attested PAN) to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable to provide their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date, which will enable them to apply online through the Registrar's (Adroit Corporate Services Private Limited) website, through Online Application.

Only after that shareholder can apply for rights equity shares online in their demat account no.

Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

Instructions for Non-Resident Eligible Equity Shareholders/ Investors with Repatriation Benefits

All Non-Resident shareholder with repatriation benefits cannot use the Online application platform provided by the Registrar.

All these applicants can apply for shares by sending the duly filled in application along with proof of payment (Make payment directly to the Bank account mentioned in the Letter of Offer) to the Registrar to the Issue (Adroit Corporate Services Private Limited). Application should reach registrar's office within two working days from the date of making payment.

SIGNED FOR AND ON BEHALF OF THE COMPANY

**BY THE ORDER OF THE BOARD OF DIRECTORS
OF FINO PAYTECH LIMITED:**

Sd/-

**JITENDRA GARG
COMPANY SECRETARY**

Date: August 27, 2021

Place: Navi Mumbai

Enclosed: Composite Application Form

COMPOSITE
APPLICATION FORM
ISSUE OPENS ON
04TH, SEPTEMBER,
2021

FINO PAYTECH LIMITED
Mindspace Juinagar, 9th Floor, Plot No. Gen 2/1/F, Tower 1, TTC
Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai-400706
CIN: U65900MH2013PTC244758
Email : jitendra.garg@finopaytech.com; Website: www.finopaytech.com
Tel.: (022) 71377000

ISSUE CLOSES ON
21ST SEPTEMBER,
2021

Issue of 29,66,470 equity shares of face value of Rs. 10 each at an Issue Price of Rs.252/-
including premium of Rs. 242/- each for cash,
aggregating to Rs. 74,75,50,440

CAF NO.

PART A - FORM OF APPLICATION BY EQUITY SHAREHOLDERS FOR ACCEPTANCE OF RIGHTS ENTITLEMENT

DP ID & CLIENT ID Name & Address of First Shareholder First Joint Shareholder Second Joint Shareholder	
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To,
The Board of Directors
FINO PAYTECH LIMITED

Mindspace Juinagar, 9th Floor, Plot No. Gen 2/1/F, Tower 1, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai-400706

Date: _____

Dear Sirs,

Pursuant to the Letter of Offer dated 27th August, 2021, I/We hereby request you to allot me/us the number of Equity Shares indicated in Block 7 below and I/We agree to accept these Shares or whatever lesser number as may be allotted by the Board of Directors.

- ☐ We have made electronic payment vide UTR no. _____ to your bank account no. 024861000000332 with YES Bank Limited, APMC, Vashi Branch, Shop No.276/277, 2nd Floor, Satra Plaza, Palm Beach Road, Vashi, Navi Mumbai 400703 having IFSC Code YESB0000248.
- ☐ Cheque / Demand Draft No. _____ dated _____ for Rs. _____ (Rupees _____) drawn on _____ is enclosed towards payment of the application money of Rs.252/- per share. Please note my Bank A/c. No. _____ with _____ Bank for credit of all refunds.

(Please strike out whatever is not applicable)

I/We hereby agree to accept and hold the shares allotted to me/us upon the terms and conditions mentioned in the said Letter of Offer and subject to the provisions of the Memorandum and Articles of Association of the Company.

Composite Application Form No. (1)	No. of Equity Shares held as on the date of the offer (2)	Rights Entitlement No. of Equity Share(s) (3)	Amount payable @ Rs.252 per share (4)
No. of Equity shares accepted/ and applied out of the above entitlement. (5)	No. of additional shares applied for (6)	Total number of shares applied for (7)	Amount paid on application @ Rs.252 per share (8)

Amount (in Rs.)	Cheque/ Bank Draft No./UTR No.	Dated	Drawn on (Bank's Name)

- Please read the Letter of Offer and instructions carefully
- Complete this form if you wish to apply as a Shareholder
- Leave this page blank if you wish to renounce.
- Use either Part A or Part B/C
- In case of joint holding all joint holders must sign.

PAN/GIR NO.

SIGNATURE(S) OF SHAREHOLDERS

Sole Shareholder

1st jt. holder

2nd jt. holder

CAF NO.

PART B – FORM OF RENUNCIATION

No. of Shares
Renounced (9)The Board of Directors
FINO PAYTECH LIMITED

Mindspace Juinagar, 9th Floor, Plot No. Gen 2/1/F, Tower 1, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai - 400706.

Date: _____

Dear Sirs,

In accordance with the terms of the Letter of Offer dated August 27, 2021, I/ We hereby renounce my/our right to the number of Equity Shares shown in Block (9) in favour of the person(s) accepting the same and signing Part “C” below (Form of Application by Renouncee(s)).

I/We have not made any application to the Company for the allotment of these Shares in my/our names.

SIGNATURE(S) OF SHAREHOLDERS

Sole Shareholder

1st jt. holder2nd jt. holder

CAF NO.

PART C -FORM OF APPLICATION BY RENOUNCEE(S)

The Board of Directors
FINO PAYTECH LIMITED

Mindspace Juinagar, 9th Floor, Plot No. Gen 2/1/F, Tower 1, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai - 400706.

Date: _____

Dear Sirs,

In accordance with the terms of your Letter of Offer dated August 27, 2021, issued to the existing Equity shareholders of the Company and pursuant to the Form of Renunciation signed by the above mentioned Shareholder(s). I/We hereby request for allotment of the Equity Shares mentioned in Block (12) below to me/us.

I/We authorise you to put my/our name(s) on the Register of Members in respect of Shares that will be allotted to me/us.

I/We note that the Board of Directors are entitled in their absolute discretion to accept or reject this application.

I/We have made electronic payment vide UTR no. _____ to your bank account no. 024861000000332 with YES Bank Limited, APMC, Vashi Branch, Shop No.276/277, 2nd Floor, Satra Plaza, Palm Beach Road, Vashi, Navi Mumbai 400703 having IFSC Code YESB0000248 @ Rs.252 per share.

I/We enclose Cheque/ Bank Draft No. _____ dated _____ for Rs. _____ (Rupees _____) drawn on _____ @ Rs.252 per share.

(Please strike out whatever is not applicable)

No. of Equity Shares renounced (9)	No. of Equity Shares accepted/ applied for (10)	No. of additional shares applied for (11)	Total no. of shares applied (12)	Total amount paid @ Rs.252 per share (13)	PAN/GIR NO. (14)

	PLEASE USE BLOCK LETTERS	AGE	OCCUPATION	SIGNATURE
Sole/First Applicant	Name: Father's/Husband's Name:			
First Joint Applicant	Name: Father's/Husband's Name:			
Second Joint Applicant	Name: Father's/Husband's Name:			

NAME AND ADDRESS OF APPLICANT

SPECIMEN SIGNATURE(S) IN FULL

Sole/1st Applicant: _____Sole/1st Applicant: _____2nd Applicant: _____2nd Applicant: _____

CAF NO.

PART D – FORM OF REQUEST FOR SPLIT FORMS

If you wish to request for Split Forms fill in this form and send the entire Composite Application form so as to reach us on or before 15th September, 2021.

REQUEST FOR SPLIT FORMS WILL BE ENTERTAINED BY

ADROIT CORPORATE SERVICES PRIVATE LIMITED

18-20, Jafferbhoy Ind. Estate, 1st Floor, Makhwana Road, Marol Naka, Andheri (E), Mumbai 400059

Date: _____

Dear Sirs,

Please send me/ us Split forms as detained below

Number of Split Forms	Number of Shares in each split Form	Total No. of Shares against Split Form
TOTAL		

SIGNATURE(S) IN THE SAME SEQUENCE AS PER SPECIMEN(S) RECORDED WITH THE COMPANY

Sole Shareholder

1st jt. Holder

2nd jt. holder

INSTRUCTIONS

A. PLEASE READ THE ACCOMPANYING LETTER OF OFFER DATED 27TH AUGUST, 2021 CAREFULLY.

B. SPECIFIC INSTRUCTIONS TO THE SHAREHOLDERS.

I. IF YOU WISH TO APPLY WITHOUT MAKING ANY RENUNCIATION - USE PART A

If you wish to apply for all shares offered to you or for any part thereof without renouncing the balance, please fill in Block (5) only.

II. IF YOU WISH TO RENOUNCE IN PART OR IN FULL WITHOUT APPLYING FOR ANY SHARES - USE PART B

In such case, please do not fill PART A. Instead, you should fill in PART B which is to be used by shareholders only if they wish to renounce their offer entitlement in part or in full in favour of any one renounee. PART B must be signed by the shareholders and PART C by the renounee(s).

III. IF YOU WISH TO ACCEPT THIS OFFER IN PART AND RENOUNCE THE BALANCE IN FAVOUR OF ANY ONE RENOUNCEE OR IN FAVOUR OF MORE THAN ONE RENOUNCEE - USE PART D

If you wish either to accept this offer in part and renounce the balance or to renounce the offer in favour of two or more renounees, this form must be split. For this purpose please complete PART D and return it to Company appointed Registrar and Transfer Agent (RTA) i.e. **ADROIT CORPORATE SERVICES PRIVATE LIMITED**, 18-20, Jafferbhoy Ind. Estate, 1st Floor, Makhwana Road, Marol Naka, Andheri (E), Mumbai 400059, so as to reach us not later than 15th September, 2021. Please ensure that the entire form is to be submitted with request for split.

Request for Split will be entertained only if made in PART D. Split Forms cannot be re-split further. Request for Split forms in fractions shall not be entertained.

Only the person to whom the Letter of Offer has been addressed, and not a renounee(s), shall be entitled to obtain Split Forms.

IMPORTANT

SHAREHOLDERS CANNOT UTILISE BOTH PART A AND PART B SIMULTANEOUSLY I.E. ACCEPTING THE OFFER AS WELL AS RENOUNCING IT. IF ALL THE PARTS ARE FILLED IN THEN ALLOTMENT WILL BE MADE UNDER PART B & C TO THE RENOUNCEE(S) ONLY AND THE ENTRY IN PART A SHALL BE IGNORED.

C. GENERAL

Application Forms duly completed together with Cheque or Demand Draft or Electronic Payment to the designated account no. for the amount payable on application at the rate of Rs. 252 per share must be lodged with the Company on or before 21st September, 2021 or any extension thereof, as may be decided by the Directors.

1. The Application Form by Renouncees must be signed by all joint applicants wherever applicable.
2. Application Form must be filled in BLOCK LETTERS in English.
3. Signatures other than English, Hindi and Marathi and thumb impressions must be attested by a Magistrate or by a Notary Public or by a Special Executive Magistrate under his/her official seal.
4. In case of Bodies Corporate, this form should be signed on their behalf by a duly authorised person whose designation must be stated.
5. In case of Application under a Power of Attorney or by bodies corporate, the certified true copy of the Power of Attorney/ Board Resolution and Memorandum and Articles of Association must be submitted to the Company.
6. Applications which are not complete or are not accompanied by the remittance of proper amounts or are not accompanied by required documents are liable to be rejected and the application monies received in respect thereof will be returned without interest.
7. The Board of Directors reserves the right to accept or reject any application by renouncee(s) in whole or in part without assigning any reason therefor.
8. Under no circumstances should the Parts of this form be separated. This form must be submitted in its entirety.
9. In case Shares applied for are not allotted, the application money will be refunded within the period prescribed under the Companies Act, 2013. All Cheques, Drafts, Pay Orders shall be despatched to the applicant at his/her registered address at his/her own risk.
10. Applicants must write their CAF number at the back of the cheque/ demand draft.
11. Attention of the applicants is drawn by way of abundant caution to the provisions of sub-section (1) of section 38 of the Companies Act, 2013 which is reproduced below :-
“Any person who-
 - a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
 - b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
 - c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious nameshall be liable for action under section 447 of the Companies Act, 2013.

All communication in connection with this application should be addressed to:

ADROIT CORPORATE SERVICES PRIVATE LIMITED

18-20, Jafferbhoy Ind. Estate, 1st Floor, Makhwana Road, Marol Naka, Andheri (E), Mumbai 400059
giving the name of the First Applicant / the DP ID and CLIENT ID and the Application Form Number.