

**KAUSHIK JOSHI & Co.**

**Company Secretaries**

205, 2<sup>nd</sup> Floor, Nadiadwala Market,  
Poddar Road, Malad (East), Mumbai-  
400097

Peer Review Certificate No.1417/2021

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## **FINO PAYTECH LIMITED**

(CIN: U72900MH2006PLC162656)

Registered Office: Mindspace Juinagar, 9<sup>th</sup> Floor, Plot No. Gen 2/1/F, Tower 1, TTC

Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai, Thane – 400706.

## **CONSOLIDATED SCRUTINIZER'S** **REPORT**

**ON**

**THE ELECTRONIC VOTING ("E-VOTING") PROCESS  
(REMOTE E-VOTING) AND E- VOTING CONDUCTED AT  
THE 18<sup>TH</sup> ANNUAL GENERAL MEETING OF FINO  
PAYTECH LIMITED HELD THROUGH VIDEO  
CONFERENCING ("VC")/ OTHER AUDIO-VISUAL  
MEANS ("OVAM") ON FRIDAY, SEPTEMBER 27, 2024.**

### REPORT OF THE SCRUTINISER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies  
(Management and Administration) Rules, 2014 as amended]

To,  
Mr. Suraj Gujja  
Company Secretary  
Fino PayTech Limited

18<sup>th</sup> Annual General Meeting of Fino PayTech Limited held on Friday, September 27, 2024 at 12:00 noon ("IST") through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM")

Dear Sir,

I, **Tribhuvneshwar Kaushik**, Partner of **Kaushik Joshi & Co.**, Company Secretaries, having Office at 205, 2<sup>nd</sup> Floor, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097, appointed by the Board of **FINO PAYTECH LIMITED** ("**Company**") as the Scrutinizer for the purpose of scrutinizing e-voting process (**remote e-voting**) and electronic voting (**e-voting**) conducted at the 18<sup>th</sup> Annual General Meeting ("**AGM**") pursuant to the provisions of Section 108 of the Companies Act 2013 ("**Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, for the 18<sup>th</sup> AGM of the Company held through **Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM")** on Friday, September 27, 2024 at 12:00 noon (IST). I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I submit report as under:

- a) The AGM is held in compliance with the Ministry of Corporate Affairs vide MCA General Circular Nos. 14/2020, dated April 8, 2020, 17/2020, dated April 13, 2020, 20/2020, dated May 05, 2020, 02/2021, dated January 13, 2021 and 02/2022, dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred as "**MCA Circulars**") regarding holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the 18<sup>th</sup> AGM along with the Annual Report for FY 2023-24 has been sent on Wednesday, September 04, 2024 only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrar and Transfer Agent ("**RTA**") or Central Depository Services (India) Limited ("**CDSL**") / National Securities Depository Limited ("**NSDL**") (collectively CDSL and NSDL be referred as "**Depositories**").
- b) Pursuant to MCA Circulars, Public Notice was published on Thursday, September 05, 2024 in 'The Free Press Journal' (English Newspaper) and in Navshakti (Marathi Newspaper) specifying the date, time of the AGM, manner in which the members can attend the AGM and confirming the dispatch of the Notice.

- c) The Compliance with the provisions of the Act and the Rules made there under relating to e-voting (which includes remote e-voting and the e-voting, provided at the AGM) to the Members on the resolutions proposed in the Notice calling the 18<sup>th</sup> AGM of the Company was the responsibility of the Management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of the 18<sup>th</sup> AGM and render a consolidated scrutinizer's report on the voting to the Non-executive Chairman and Independent Director or Company Secretary of the Company on the said resolutions.
- d) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by **NSDL**.
- e) The Members of the Company as on the "**cut-off**" date i.e. Friday, September 20, 2024 were entitled to vote on the Resolution No(s). 1 to 3 as set out in the notice of AGM.
- f) The remote e-voting period commenced on Tuesday, September 24, 2024 at 09:00 a.m. (IST) and concluded on Thursday, September 26, 2024 at 5:00 p.m. (IST) and the NSDL remote e-voting portal was blocked thereafter.
- g) At the 18<sup>th</sup> AGM of the Company held on Friday, September 27, 2024, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the remote e-voting to record their votes on the resolutions to be passed.
- h) After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Friday, September 27, 2024 around 01:08 p.m. in the presence of two witnesses who are not in the employment of the Company.
- i) I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 18<sup>th</sup> AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein by equity shareholders and preference shareholders based on the data downloaded from the electronic voting system by the NSDL.
- j) The results of the remote e-voting together with that of the voting through electronic voting conducted at the AGM through VC/OAVM are as under:

**1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION**

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	47616669	99.9651
E-voting at the AGM	2	10858	0.0228
<b>TOTAL</b>	<b>73</b>	<b>47627527</b>	<b>99.9879</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	5782	0.0121
E-voting at the AGM	0	0	0
<b>TOTAL</b>	<b>3</b>	<b>5782</b>	<b>0.0121</b>

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-voting	0	0
E-voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

## 2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION

To appoint a Director in place of Mr. Amit Kumar Jain (DIN: 08353693), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	68	47610914	99.9530
E-voting at the AGM	2	10858	0.0228
<b>TOTAL</b>	<b>70</b>	<b>47621772</b>	<b>99.9758</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	11537	0.0242
E-voting at the AGM	0	0	0
<b>TOTAL</b>	<b>6</b>	<b>11537</b>	<b>0.0242</b>

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**3. RESOLUTION NO. 3 AS A SPECIAL RESOLUTION**

To approve the payment of remuneration to Mr. Amit Kumar Jain (DIN: 08353693), Whole-time Director and Key Managerial Personnel of the Company for the Financial Year 2024-25.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	67	47615440	99.9625
E-voting at the AGM	2	10858	0.0228
<b>TOTAL</b>	<b>69</b>	<b>47626298</b>	<b>99.9853</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	7011	0.0147
E-voting at the AGM	0	0	0
<b>TOTAL</b>	<b>7</b>	<b>7011</b>	<b>0.0147</b>

(iii) **Invalid** Votes:

Particulars of Voting	Total number of members whose votes were declared invalid /	Total number of votes cast by them	% of total number of Invalid votes cast
Remote e-voting	0	0	0
E-voting at the AGM	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>

# **KAUSHIK JOSHI & Co.**

**Company Secretaries**

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Based on the foregoing, the Resolution No.(s) 1 to 3 have been passed with the requisite majority.

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 18<sup>th</sup> Annual General Meeting and the same shall be handed over to the Non-executive Chairman and Independent Director or the Company Secretary of the Company for safe keeping.

Thanking You,

Sincerely,

**For KAUSHIK JOSHI & CO.**  
**Company Secretaries**

**For Fino PayTech Limited**

**Tribhuwneshwar Kaushik**  
**Partner**  
**Membership No.: FCS 10607**  
**CP No. 16207**  
**[UDIN: F010607F001349406]**

**Suraj Gujja**  
**Company Secretary**

**Place:** Mumbai  
**Date:** September 27, 2024

**Place:** Navi Mumbai  
**Date:** September 27, 2024