

FINO PAYTECH LIMITED

(CIN NUMBER: U72900MH2006PLC162656)

Registered Office: Mindspace Juinagar, 9th Floor, Plot No. Gen 2/1/F, Tower 1, TTC
Industrial Area, MIDC Shirwane, Juinagar Navi Mumbai Thane MH 400706 IN

CONSOLIDATED SCRUTINIZER'S **REPORT**

ON

**THE E-VOTING PROCESS (REMOTE E-VOTING) AND
ELECTRONIC VOTING (E-VOTING) CONDUCTED AT
THE 14TH ANNUAL GENERAL MEETING OF FINO
PAYTECH LIMITED HELD THROUGH VIDEO
CONFERENCING ("VC")/ OTHER AUDIO VISUAL
MEANS ("OVAM") ON WEDNESDAY, SEPTEMBER
30,2020**

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,
The Chairman

Of 14th Annual General Meeting of the Members of FinoPaytech Limited held on
Wednesday, September 30, 2020 at 12:00 p.m. (IST) through Video Conferencing
("VC")/Other Audio Visual Means ("OAVM")

Dear Sir,

I, T. B. Kaushik, Partner of Kaushik Joshi & Co., Company Secretaries, having Office at 205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad(East), Mumbai-400097, appointed by the Board of **FINO PAYTECH LIMITED** ("**The Company**") as the Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) conducted at the 14th Annual General Meeting ("**AGM**") pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended for the 14th AGM of the Company held *through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM")* on Wednesday, September 30, 2020 at 12:00 p.m. (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 MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "**MCA Circulars**") regarding holding of the AGM through Video Conferencing (VC) / Other Audi-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the AGM along with the Annual Report 2019-20 has being sent on September 08, 2020 only through electronic mode to those Members whose e-mail addresses are registered with the **Company, RTA or CDSL/NSDL ("Depositories")**
- b) Pursuant to MCA Circulars, Public Notice was published on 04th September, 2020 in 'Free Press' (English Newspaper) and in Navshakti (Marathi Newspaper) and further, a Notice was also published on 09th September, 2020 in Free Press- (English Newspaper) and in Nav Shakti (Marathi Newspaper), specifying the date, time of the AGM, manner in which the members can attend the AGM.

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- c) The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the AGM) to the Members on the resolutions proposed in the Notice calling the 14th 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 render a consolidated scrutinizer's report on the voting to the Chairman* on the 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 *National Securities Depository Limited ("NSDL")*
- e) The Members of the Company as on the "cut-off" date i.e. Wednesday, September 23, 2020 were entitled to vote on the resolution *no's 1 to 4 as set out in the notice of AGM.*
- f) The remote e-voting period commenced on Sunday, September 27, 2020 09:00 a.m. (IST) and concluded on Tuesday, September 29, 2020 5:00 p.m. (IST).
- g) At the 14th AGM of the Company held on Wednesday, September 30, 2020, 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 Wednesday, September 30, 2020 around 12.15 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 14th AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein based on the data downloaded from the electronic voting system by the National Securities Depository Limited ("NSDL").*
- i) The results of the Remote e-Voting together with that of the voting through electronic voting system 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 under Ind AS for the Financial year ended 31st March, 2020, 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	33	58491751	99.98
Electronic voting at the AGM	1	10052	00.02
TOTAL	34	58501803	100.00

(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	0	0	0
Electronic voting at the AGM	0	0	0
TOTAL	0	0	0

(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
Electronic voting at the AGM	0	0
TOTAL	0	0

2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION

To appoint a Director in place of Mr. Sudeep Gupta (DIN: 07899859), 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	31	58491249	99.98
Electronic voting at the AGM	1	10052	00.02
TOTAL	32	58501301	100.00

*Note: *Mr. Sudeep Gupta had voted in favour of the above resolution through remote e-voting, he being interested in resolution no. 2 his votes have been excluded for the said resolution no.2.*

(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	1	500	0
Electronic voting at the AGM	0	0	0
TOTAL	1	500	0

(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
Electronic voting at the AGM	0	0
TOTAL	0	0

3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION

To appoint Mr. Ashok Kini(DIN- 00812946) as Director

(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	32	58491251	99.98
Electronic voting at the AGM	1	10052	00.02
TOTAL	33	58501303	100.00

(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	1	500	0
Electronic voting at the AGM	0	0	0
TOTAL	1	500	0

(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
Electronic voting at the AGM	0	0
TOTAL	0	0

4. RESOLUTION NO. 4 AS SPECIAL RESOLUTION

To appoint Mr. Ashok Kini(DIN- 00812946) as Independent Director:

(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	31	55659038	99.98
Electronic voting at the AGM	1	10052	00.02
TOTAL	32	55669090	100.00

(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	1	500	0
Electronic voting at the AGM	0	0	0
TOTAL	1	500	0

(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
Electronic voting at the AGM	0	0
TOTAL	0	0

Based on the foregoing, the Resolution No. (s) 1 to 4 shall be deemed to 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 14th Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

Thanking You,

Sincerely,

For KAUSHIK JOSHI & CO.
Company Secretaries

T. B. Kaushik
Partner
Membership No FCS 10607
CP No. 16207
[UDIN: F010607B000822264]

Place: Mumbai
Date: September 30, 2020