

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 – 400706.

CONSOLIDATED SCRUTINIZER'S **REPORT**

ON

**THE E-VOTING PROCESS (REMOTE E-VOTING) AND
ELECTRONIC VOTING (E-VOTING) CONDUCTED AT
THE 16TH ANNUAL GENERAL MEETING OF FINO
PAYTECH LIMITED HELD THROUGH VIDEO
CONFERENCING ("VC")/ OTHER AUDIO VISUAL
MEANS ("OVAM") ON FRIDAY, SEPTEMBER 23, 2022**

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 16th Annual General Meeting of the Members of Fino Paytech Limited held on
Friday, September 23, 2022 at 12:00 noon (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 16th 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 16th AGM of the Company held *through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM")* on Friday, September 23, 2022 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 MCA General Circular No. 2/2022 dated May 5, 2022 read with General Circular Nos. 20/2020 dated May 5, 2020, Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 02/2021 dated 13.01.2021 (hereinafter 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 2021-22 has being sent on September 01, 2022 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 August 27, 2022 in 'Free Press' (English Newspaper) and in Navshakti (Marathi Newspaper) specifying the date, time of the AGM, manner in which the members can attend the AGM and further, a Notice was also published on September 02, 2022 in Free Press- (English Newspaper) and in Nav Shakti (Marathi Newspaper) confirming the dispatch of the Notice.

- 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 16th 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. Friday, September 16, 2022 were entitled to vote on the resolution *no's 1 to 5 as set out in the notice of AGM*.
- f) The remote e-voting period commenced on Tuesday, September 20, 2022 09:00 a.m. (IST) and concluded on Thursday, September 22, 2022 5:00 p.m. (IST).
- g) At the 16th AGM of the Company held on Friday, September 23, 2022, 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 23, 2022 around 12.30 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 16th 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 National Securities Depository Limited ("NSDL").*
- j) 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 March 31, 2022, 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	60	54381010	99.332
Electronic voting at the AGM	2	364465	00.666
TOTAL	62	54745475	99.998

(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	968	0.002
Electronic voting at the AGM	0	0	0
TOTAL	1	968	0.002

(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	58	54377208	99.325
Electronic voting at the AGM	2	364465	00.666
TOTAL	60	54741673	99.991

*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 purpose of 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	2	4768	0.009
Electronic voting at the AGM	0	0	0
TOTAL	2	4768	0.009

(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 ORDINARY RESOLUTION

Appointment of M/s. A P Sanzgiri & Co., Chartered Accountants (FRN: 116293W) as new statutory auditors to fill the casual vacancy caused by the resignation of previous auditor

(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	60	54381010	99.332
Electronic voting at the AGM	1	1600	00.003
TOTAL	61	54382610	99.335

(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	968	0.002
Electronic voting at the AGM	0	0	0
TOTAL	1	968	0.002

(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
*Electronic voting at the AGM	1	362865	0.663
TOTAL	1	0	0.663

**Note: Vote cast by Authorised representative of one of the Body Corporate Member was not in accordance with the instructions mentioned in the instruction letter issued to him.*

4. RESOLUTION NO. 4 AS SPECIAL RESOLUTION

To re-appoint Mr. Sudeep Gupta (DIN: 07899859), as the Whole-time Director and Key Managerial Personnel of the Company for a further period of 1 (One) year with effect from November 14, 2022 to November 13, 2023 at Nil remuneration

(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	58	54377208	99.325
Electronic voting at the AGM	2	364465	00.666
TOTAL	60	54741673	99.991

*Note: *Mr. Sudeep Gupta had voted in favour of the above resolution through remote e-voting, he being interested in resolution no. 4 his votes have been excluded for the purpose of said resolution no.4.*

(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	2	4768	0.009
Electronic voting at the AGM	0	0	0
TOTAL	2	4768	0.009

(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

5. RESOLUTION NO. 5 AS SPECIAL RESOLUTION

Buy-back by the Company of its fully paid-up equity shares and preference shares of face value of Rs. 10 each not exceeding 58,29,408 (Fifty-Eight Lakhs Twenty-Nine Thousand Four Hundred Eight) equity and preference shares

(iv) 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	56	54371304	99.317
Electronic voting at the AGM	2	364465	0.666
TOTAL	58	54735769	99.983

(v) 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	4	9174	0.017
Electronic voting at the AGM	0	0	0
TOTAL	4	9174	0.017

(vi) **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

KAUSHIK JOSHI & Co.
Company Secretaries

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

Mob: 09819416783/09323979978
Email: cskaushikjoshi@gmail.com

Based on the foregoing, the Resolution No. (s) 1 to 5 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 16th 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: F010607D001031616]

Place: Mumbai
Date: September 23, 2022