

## **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 19<sup>TH</sup> ANNUAL GENERAL MEETING OF FINO  
PAYTECH LIMITED HELD THROUGH VIDEO  
CONFERENCING ("VC")/ OTHER AUDIO-VISUAL  
MEANS ("OVAM") ON MONDAY, SEPTEMBER 29, 2025.**

**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**

19<sup>th</sup> Annual General Meeting of Fino PayTech Limited held on Monday, September 29, 2025 at 02:15 p.m. ("IST") through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM")

Dear Sir,

I, **Tribhuwneshwar 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 19<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 19<sup>th</sup> AGM of the Company held through **Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM")** on Monday, September 29, 2025 at 02:15 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 General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (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 19<sup>th</sup> AGM along with the Annual Report for F.Y. 2024-25 has been sent on Thursday, September 04, 2025 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 Saturday, September 06, 2025 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 19<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 19<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. Monday, September 22, 2025 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 Thursday, September 25, 2025 at 09:00 a.m. (IST) and concluded on Sunday, September 28, 2025 at 5:00 p.m. (IST) and the NSDL remote e-voting portal was blocked thereafter.
- g) At the 19<sup>th</sup> AGM of the Company held on Monday, September 29, 2025, 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 Monday, September 29, 2025 around 03:21 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 19<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, 2025, 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	57	20493066	42.1928
E-voting at the AGM	3	28071644	57.7962
<b>TOTAL</b>	<b>60</b>	<b>48564710</b>	<b>99.9890</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	5355	0.0110
E-voting at the AGM	0	0	0
<b>TOTAL</b>	<b>3</b>	<b>5355</b>	<b>0.0110</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	55	20392942	42.0733
E-voting at the AGM	3	28071644	57.9154
<b>TOTAL</b>	<b>58</b>	<b>48464586</b>	<b>99.9887</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	4	5479	0.0113
E-voting at the AGM	0	0	0
<b>TOTAL</b>	<b>4</b>	<b>5479</b>	<b>0.0113</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 2025-26.

(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	54	20392898	42.0732
E-voting at the AGM	2	80574	0.1662
<b>TOTAL</b>	<b>56</b>	<b>20473472</b>	<b>42.2395</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	4	5479	0.0113
E-voting at the AGM	1	27991070	57.7492
<b>TOTAL</b>	<b>5</b>	<b>27996549</b>	<b>57.7605</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>

Based on the foregoing, the Resolution No.(s) 1 to 2 have been passed with the requisite majority. However, resolution no. 3 not passed with requisite majority.

All the relevant records of Voting are under my safe custody until the Chairman considers, approves and signs the Minutes of the 19<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**

TRIBHUWNESHWAR  
BHUWNESHWAR  
KAUSHIK

Digitally signed by  
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BHUWNESHWAR KAUSHIK  
Date: 2025.09.30 10:29:18 +05'30'

**Tribhuwneshwar Kaushik**  
**Partner**  
**Membership No.: FCS 10607**  
**CP No. 16207**  
**[UDIN: F010607G001394440]**

**Place: Mumbai**  
**Date: September 30, 2025**

**For Fino PayTech Limited**

**Suraj  
Rajendra  
Gujja**

Digitally signed by Suraj Rajendra Gujja  
DN: c=IN, o=PersonA, title=S587,  
2.5.4.20=5a1668b1c37f6908e16ea6d461  
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e, postalCode=421305, st=Maharashtra,  
serialNumber=f0d09822a828f206e3d6c47  
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4a7b, cm=Suraj Rajendra Gujja  
Date: 2025.09.30 12:24:56 +05'30'

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

**Place: Navi Mumbai**  
**Date: September 30, 2025**