

KAUSHIK JOSHI & CO.

COMPANY SECRETARIES

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

Peer Review Certificate No. 1417/2021

Mob: 09819416783/09323979978

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FINO PAYTECH LIMITED

(CIN: 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.

SCRUTINISER'S REPORT FOR VOTING ON POSTAL BALLOT THROUGH REMOTE E-VOTING

REPORT OF THE SCRUTINISER FOR VOTING ON POSTAL BALLOT

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

**Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in
terms of Sections 108 and 110 of the Companies Act, 2013 (" Act") read with Rule 20 and 22
of the Companies (Management and Administration) Rules, 2014**

Dear Sir,

I, **Tribhawneshwar 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 ("Company")** as the Scrutinizer for the resolutions to be passed through Postal Ballot Notice dated November 20, 2025. At the outset, I would like to thank you for entrusting me with the task of scrutinizer pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force). 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 postal ballot is conducted in compliance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), as may be amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, 09/2023, 09/2024 and 03/2025 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, September 19, 2024 and September 22, 2025, respectively (collectively referred as "**MCA Circulars**"), to transact the special business as set out hereunder by passing Special/Ordinary Resolutions by the Members of the Company through Postal Ballot via remote e-voting.
- b) The Company completed the dispatching / e-mailing of the Postal Ballot Notice

on Monday, November 24, 2025 to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on Friday, November 14, 2025 maintained by the depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (Collectively NSDL and CDSL referred as “**Depositories**”) and who have registered their email address with the Company/Registrar and Transfer Agent of the Company/Depositories.

- c) Pursuant to MCA Circulars, Public Notice was published on Tuesday, November 25, 2025 in ‘The Free Press Journal’ (English Newspaper) and in Navshakti (Marathi Newspaper) for confirming the dispatch of the Postal Ballot Notice. The Notice was dispatch on November 24, 2025.
- d) In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 on remote e-voting, the Company had engaged the services of NSDL for facilitating the remote e-voting to enable the Members to cast their votes electronically on the designated website www.evoting.nsdl.com of NSDL.
- e) The Members of the Company as on the “**cut-off**” date i.e. Friday, November 14, 2025 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, November 25, 2025 at 9:00 a.m. (IST) and concluded on Wednesday, December 24, 2025 at 5:00 p.m. (IST) and the NSDL remote e-voting portal was blocked thereafter.
- g) Particulars of remote e-voting of the Postal Ballot through e-voting process from the members have been maintained electronically to record the assent or dissent received.
- h) The e-voting was blocked at 5:00 pm (IST) on Wednesday, December 24, 2025, and the e-voting summary statement was thereafter downloaded from the NSDLs e-voting website on Wednesday, December 24, 2025, at 05: 06 pm in presence of two witnesses not in employment of the Company.
- i) The Management of the Company is responsible to ensure compliance with the requirements of the Act, the Rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.
- j) My responsibility as scrutinizer for the voting through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolutions
- k) The summary of the Postal Ballot votes cast through remote e-voting are as under:

1. RESOLUTION NO. 1 AS SPECIAL RESOLUTION

Approval of the remuneration to Mr. Amit Kumar Jain, Whole-time Director of the Company for the period April 01, 2025 to November 24, 2025.

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

Number of members voted	Number of valid votes cast	% of total number of valid votes cast
53	51609075	99.99

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

Number of members voted	Number of valid votes cast	% of total number of valid votes cast
12	7356	0.01

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total valid votes cast: **51616431- 100%**

% of total votes cast in favor of the Resolution: **51609075 - 99.99%**

% of total votes cast against the Resolution: **7356 - 0.01%**

Resolution passed with requisite majority.

2. RESOLUTION NO. 2 SPECIAL RESOLUTION

Appointment of Mr. Rajeev Deoras (DIN: 02879519) as a director and his re-appointment as an Independent Director for the second term.

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

Number of members voted	Number of valid votes cast	% of total number of valid votes cast
54	51609025	99.99

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

Number of members voted	Number of valid votes cast	% of total number of valid votes cast
11	7406	0.01

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total valid votes cast: **51616431 - 100%**

% of total votes cast in favor of the Resolution: **51609025 – 99.99%**

% of total votes cast against the Resolution: **7406 – 0.01%**

Resolution passed with requisite majority.

3. RESOLUTION NO. 3 AS SPECIAL RESOLUTION

Appointment of Dr. Apurva Pradeep Joshi (DIN:06608172) as a director and her reappointment as an Independent Director for the second term.

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

Number of members voted	Number of valid votes cast	% of total number of valid votes cast
55	51609425	99.99

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

Number of members voted	Number of valid votes cast	% of total number of valid votes cast
10	7006	0.01

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total valid votes cast: **51616431 - 100%**

% of total votes cast in favor of the Resolution: **51609425 - 99.99%**

% of total votes cast against the Resolution: **7006 - 0.01%**

Resolution passed with requisite majority.

4. RESOLUTION NO. 4 AS SPECIAL RESOLUTION

Re-appointment and remuneration of Mr. Amit Kumar Jain (DIN:08353693) as a Wholetime Director and Key Managerial Personal (KMP) for a term of three years.

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

Number of members voted	Number of valid votes cast	% of total number of valid votes cast
52	51609055	99.99

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

Number of members voted	Number of valid votes cast	% of total number of valid votes cast
13	7376	0.01

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total valid votes cast: **51616431 - 100%**

% of total votes cast in favor of the Resolution: **51609055 - 99.99%**

% of total votes cast against the Resolution: **7376- 0.01%**

Resolution passed with requisite majority.

5. RESOLUTION NO. 5 AN ORDINARY RESOLUTION

Appointment of Mr. Sivakumar Krishnamurthy (DIN:06913284) as an Independent Director of the Company for a term of three years.

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

Number of members voted	Number of valid votes cast	% of total number of valid votes cast
56	51609549	99.99

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

Number of members voted	Number of valid votes cast	% of total number of valid votes cast
9	6882	0.01

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total valid votes cast: **51616431 - 100%**

% of total votes cast in favor of the Resolution: **51609549 - 99.99%**

% of total votes cast against the Resolution: **6882 - 0.01%**

Resolution passed with requisite majority.

KAUSHIK JOSHI & CO.

COMPANY SECRETARIES

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Based on the foregoing, I hereby certify that the Resolution No.(s) 1 to 5 proposed in the Postal Ballot Notice dated November 20, 2025 have been passed with the requisite majority.

You may accordingly declare the results of the voting by postal ballot.

Thanking You,

Sincerely,

For KAUSHIK JOSHI & CO.

Company Secretaries

TRIBHUWNESHWAR

BHUWNESHWAR

KAUSHIK

Tribhuwneshwar B. Kaushik

Partner

Membership No.: FCS 10607

CP No. 16207

[UDIN: F010607G002706685]

Digitally signed by
TRIBHUWNESHWAR
BHUWNESHWAR KAUSHIK
Date: 2025.12.24 18:53:45 +05'30'

For Fino PayTech Limited

Suraj

Rajendra

Gujja

Suraj Gujja

Company Secretary

Digitally signed by
Suraj Rajendra Gujja
Date: 2025.12.24
19:31:18 +05'30'

Place: Mumbai

Date: December 24, 2025

Place: Navi Mumbai

Date: December 24, 2025