



**FINO PAYTECH LIMITED**

**Regd. Office: S.K. Elite, Plot No. D-404 and D-405, 5<sup>th</sup> Floor, MIDC Turbhe, Navi Mumbai – 400705, Phone: +91 22 7137 7000, E-mail: [basavraj.loni@finopaytech.com](mailto:basavraj.loni@finopaytech.com)**

**Website: [www.finopaytech.com](http://www.finopaytech.com)**

**CIN: U72900MH2006PLC162656**

**NOTICE**

**NOTICE** is hereby given that the Thirteenth Annual General Meeting of the Members of Fino PayTech Limited will be held on Monday, the 30<sup>th</sup> day of September, 2019 at 12.00 Noon at Board Room, 2<sup>nd</sup> Floor, Shree Sawan Knowledge Park, D-507, TTC Industrial Area, MIDC Turbhe, Navi Mumbai- 400 705 to transact the following **BUSINESSES**:

**I Ordinary Business:**

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements under Ind AS for the Financial year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Directors and Auditors thereon.

2. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED that pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded for the appointment of M/s. R. K. Kumar & Co., (ICAI Firm Registration No. 001595S), Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. B S R & Associates LLP (Registration No. 116231 W/W 100024), Chartered Accountants, to hold office for a term of 5 (five) years, commencing from the conclusion of this 13<sup>th</sup> AGM till the conclusion of the 18<sup>th</sup> AGM of the Company to be held in the year 2024, at a remuneration to be determined by the Board of Directors or Audit Committee of the Company, in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this

connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

## **II Special Business:**

3. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED that pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Sudeep Gupta (DIN: 07899859), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14<sup>th</sup> November, 2018 to hold office as such until the conclusion of next Annual General Meeting of the Company in terms of section 161 of the Act and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director, being so eligible, be appointed as a Director of the Company, who shall be a Director liable to retire by rotation.”

## **III Ordinary Business:**

4. To appoint a Director in place of Mr. Sudeep Gupta (DIN: 07899859), who retires by rotation and, being eligible, offers himself for re-appointment.

## **IV Special Business:**

5. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED that subject to the provisions of sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and subject to the approval of the Central Government, if necessary, and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the

authorities including the Central Government in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the appointment of Mr. Sudeep Gupta (DIN: 07899859), an Additional Director of the Company, as Whole-time Director and Key Managerial Personnel for a period of 3 (Three) years with effect from 14<sup>th</sup> November, 2018 at a Nil remuneration, since he is appointed as Whole-time Director & Chief Operating Officer and Key Managerial Personnel in Fino Finance Private Limited, the Whole-owned Subsidiary of the Company and would draw remuneration from that Company.

FURTHER RESOLVED that the approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to vary, alter, increase, enhance or widen the terms and conditions of appointment and the remuneration payable to the appointee, from time to time, as they may in their discretion deem fit, subject to the limits laid down in section 197 and all other applicable provisions of the Act and the Rules framed thereunder read with Schedule V of the Act including any statutory modification and re-enactment thereof for the time being in force and subject to the approval of the Central Government, if necessary, and subject to the requisite approvals, if any, being obtained.

FURTHER RESOLVED that where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the appointee, the above remuneration or such remuneration as amended by the Board within the limit prescribed under Companies Act, 2013, as the minimum remuneration for a period not exceeding 3 (Three) Years from the date of appointment by way of salary, perquisites and other allowances and benefits as specified above and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V to the Act.

FURTHER RESOLVED that for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary

documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

6. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED that pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and rules made thereunder, including any statutory modifications or re-enactment thereof for the time being in force and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Operations Committee), the approval/consent of the Members of the Company be and is hereby accorded for alteration of the Main Objects Clause of the Memorandum of Association (“MOA”) of the Company by inserting a following new clause 3B (after clause 3A) in the Main Object clause of the MOA of the Company as under:

Insertion of following new clause 3B (after clause 3A) in the Main Object Clause of the Memorandum of Association:

*3B. “To engage in the business of cash management services including cash carry and delivery, cash management, payment processing to include cash collection at branches/ merchant points (appointed agents) or at client locations, and related services to customers/merchants for merchandise, various utilities services and business applications, as may be permitted and subject to such regulatory approvals as may be required, and to carry systems study, analysis, design, development of software systems, hardware and related activities for the implementation of above mentioned activities.”*

RESOLVED FURTHER that Board be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.



RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to Operations Committee of the Company in order to give effect to this resolution.”

**By Order of the Board  
For FINO PayTech Limited**

**Sd/-  
Basavraj Loni  
Company Secretary & AVP-Legal**

**Place : Navi Mumbai  
Date : 3<sup>rd</sup> September, 2019**

**NOTES:**

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Item No. 3, 5 and 6 is annexed hereto.
2. Additional information with respect to Item Nos. 2 to 5 set out above is annexed hereto.
3. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable, to attend and vote on their behalf at the Meeting. The Proxy-holder shall prove his identity at the time of attending the Meeting.
5. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Messrs Adroit Corporate Services Pvt.Ltd. ("Adroit") having their office at 17-20, Jafferbhoy Ind. Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059.

6. Relevant documents referred to in the Notice will be available for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and that the Register of Proxies and Authorizations, register under section 189 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
8. Members/Proxies/Representatives are requested to bring their Attendance Slip duly completed and signed along with the copy of Annual Report to the Meeting.
9. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, the Resolutions for consideration at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) for which purpose the Board of Directors of the Company ('the Board') have engaged the services of **National Securities Depository Limited** ("NSDL"). Further, the voting through a Ballot Paper will also be provided at the AGM venue.
10. The Board has appointed Mr. T.B. Kaushik, Partner of Messrs. Kaushik Joshi & Co., as the Scrutinizer to scrutinize the voting process including remote e-voting process in a fair and transparent manner.
11. The facility for voting through Ballot Paper will be available at the AGM venue to those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the AGM but will not be entitled to cast their votes once again. In case, if a Member casts vote by more than one mode, then voting done through e-voting shall prevail and voting through Ballot Paper at the AGM shall be not be considered.
12. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 23<sup>rd</sup> September, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial

Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting through Ballot Paper at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

13. Members may visit the Company's website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.

14. **The procedure with respect to remote e-voting is provided below:-**

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>

b) For Members who hold shares in demat account with CDSL.	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

- 1 Corporate and Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cskaushikjoshi@gmail.com](mailto:cskaushikjoshi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- IV.** Those who become Members of the Company after dispatch of the Notice but on or before 23<sup>rd</sup> September, 2019 (cut-off date) may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [basavraj.loni@finopaytech.com](mailto:basavraj.loni@finopaytech.com) requesting for user ID and password. On receipt of user ID and password, the aforesaid step 2 should be followed for casting of vote.
- V.** In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL’s e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at

telephone nos. 1800-222-990 (toll free) or 022-2499 4360 or at e-mail ID [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) You may also send your queries to the e-mail ID [basavraj.loni@finopaytech.com](mailto:basavraj.loni@finopaytech.com)

**VI.** The remote e-voting facility will be available during the following period:

<b>Remote e-Voting Start Day and Date</b>	Friday, 27 <sup>th</sup> September, 2019
<b>Remote e-Voting Start Time</b>	9.00 A.M.
<b>Remote e-Voting End Day and Date</b>	Sunday, 29 <sup>th</sup> September, 2019
<b>Remote e-Voting End Time</b>	5:00 P.M.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

## **VII. General Information**

- (a) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, within 48 hours, a consolidated Scrutinizer's Report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (c) The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website [www.finopaytech.com](http://www.finopaytech.com) and on the website of NSDL.



15. The route map and prominent landmark of the venue of the meeting is attached to the Notice.

**Place : Navi Mumbai**

**Date : 3<sup>rd</sup> September, 2019**

**By Order of the Board  
For FINO PayTech Limited**

**Sd/-  
Basavraj Loni  
Company Secretary & AVP-Legal**

## **Additional Information with respect to Item No. 2**

### **Appointment of Statutory Auditors**

The Shareholders of the Company at their Annual General Meeting (“AGM”) held on 28<sup>th</sup> September, 2017 had approved the re-appointment of M/s. B S R & Associates LLP (Registration No. 116231 W/W 100024) Chartered Accountants, as the Statutory Auditors of the Company, to hold the office for the period of 2 years starting from the conclusion of that AGM subject to ratification by the Shareholders at every Annual General Meeting, at a remuneration to be determined by the Board. Accordingly, the Shareholders at the Annual General Meeting held on 28<sup>th</sup> September, 2018 had ratified the re-appointment of M/s. B S R & Associates LLP (Registration No. 116231 W/W 100024), Chartered Accountants as Statutory Auditors of the Company for a period of 1 (one) year starting from the conclusion of the said AGM.

In view of the above, the tenure of the Statutory Auditors shall end upon the conclusion of the ensuing Annual General Meeting.

Further, the Board of Directors vide its circular resolution dated 3<sup>rd</sup> September, 2019 had accorded its approval to place before the Members of the Company at the ensuing Annual General Meeting, the matter relating to the appointment of M/s. R. K. Kumar & Co., Chartered Accountants, (ICAI Firm Registration No. 001595S), as the Statutory Auditors of the Company for a term of 5 years, commencing from the conclusion of the 13<sup>th</sup> AGM till the conclusion of the 18<sup>th</sup> AGM of the Company to be held in the year 2024, at a remuneration to be determined by the Board of Directors or Audit Committee of the Company, in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

In view of the above it is proposed to appoint M/s. R. K. Kumar & Co., Chartered Accountants, (ICAI Firm Registration No. 001595S), as the Statutory Auditors of the Company for a term of 5 years, commencing from the conclusion of the 13<sup>th</sup> AGM till the conclusion of the 18<sup>th</sup> AGM of the Company to be held in the year 2024, at a remuneration to be determined by the Board of Directors or Audit Committee of the Company, in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

Further, M/s. R. K. Kumar & Co., Chartered Accountants had confirmed that the said appointment, if made, would be in conformity with the provisions of Section 139 of the

Companies Act, 2013. M/s. R. K. Kumar & Co., Chartered Accountants had also confirmed that they satisfy the criteria provided in Section 141 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 2 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for approval of the Members.

### **Additional Information with respect to Item Nos. 3, 4 & 5**

#### **Details of Director(s) seeking appointment/re-appointment at the forthcoming Annual General Meeting**

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

<b>Name of Director</b>	<b>Mr. Sudeep Gupta</b>
DIN	07899859
Age	43 Years
A brief resume, Qualification(s), Experience and Nature of his expertise in specific functional areas, Recognition or awards.	<p>Mr. Sudeep Gupta is a Management Graduate in Marketing. Before joining FINO, he was associated with Satin CreditCare, Fullerton India, ICICI Bank and Ashok Leyland Finance.</p> <p>Mr. Sudeep Gupta has more than 18 years of rich experience handling leadership roles in financial domain with different Banks and NBFCs. Business Growth &amp; Development, Refining and Implementing Operations strategy that include aspects such as area selection, product design and delivery, portfolio quality management are his forte. He has in-depth understanding of unsecured and secured retail lending like Personal Loans, Business Loans, MSME loans, Auto Loans, Mortgages and Microfinance. He is a Management Graduate in Marketing. Before joining FINO, he was associated with Satin CreditCare, Fullerton India, ICICI Bank and Ashok Leyland Finance.</p>

Terms and conditions of appointment or reappointment	As detailed in the explanatory statement
Details of remuneration sought to be paid	As detailed in the explanatory statement
Details of the remuneration last drawn by such person (F.Y. 2018-19)	Nil
Date of first appointment on the Board	14 <sup>th</sup> November, 2018
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	None of the Directors of the Company is inter-se related to each other or with the Key Managerial Personnel of the Company.
The number of Meetings of the Board attended during the Financial Year 2018-19	1 Board Meeting was held and attended during F.Y. 2018-19 in his tenure.
Other Directorships (excluding Fino PayTech Limited)	Fino Finance Private Limited Fino Trusteeship Services Limited
Membership/ Chairmanship of Committees of other Boards (excluding Fino PayTech Limited)	Fino Finance Private Limited <ul style="list-style-type: none"> <li>- Member of the Committee of Directors (Operations)</li> <li>- Asset Liability Management Committee</li> <li>- Risk Management Committee</li> <li>- IT Strategy Committee</li> </ul>

## **EXPLANATORY STATEMENT**

### **UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **ITEM No.3 & 5**

Mr. Rajeev Arora was appointed as Whole-time Director and he had resigned on 30<sup>th</sup> September, 2018 due to his personal reason.

Consequently, it was proposed to appoint Mr. Sudeep Gupta as a Whole-time Director of the Company.

The Board of Directors has pursuant to the approval of the Nomination and Remuneration Committee of the Board ("the Committee") appointed Mr. Sudeep Gupta as an Additional Director of the Company with effect from 14<sup>th</sup> November, 2018.

Based on the recommendation of the Committee, the Board has appointed Mr. Sudeep Gupta as an Additional Director in the capacity of Whole-time Director (WTD) and Key Managerial Personnel (KMP) of the Company with effect from 14<sup>th</sup> November, 2018, for a period of 3 (Three) years subject to the approval of the Members by a Special Resolution.

Mr. Sudeep Gupta holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company. The Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

The Company has also received the requisite disclosures from Mr. Sudeep Gupta. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Pursuant to the provisions of sections 196, 197, 203 and all other applicable provisions of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment of and remuneration payable to the Whole-time Director is now being placed before the Members for their approval by way of a Special Resolution.

The following additional information as required by Schedule V of the Companies Act, 2013 in respect of Item No. 3 and Item No. 5 is given below.



**Brief profile of Mr. Sudeep Gupta:**

Mr. Sudeep Gupta is a Management Graduate in Marketing. Before joining FINO, he was associated with Satin CreditCare, Fullerton India, ICICI Bank and Ashok Leyland Finance.

He has more than 18 years of rich experience handling leadership roles in financial domain with different Banks and NBFCs. Business Growth & Development, Refining and Implementing Operations strategy that include aspects such as area selection, product design and delivery, portfolio quality management are his forte. He has in-depth understanding of unsecured and secured retail lending like Personal Loans, Business Loans, MSME loans, Auto Loans, Mortgages and Microfinance. He is a Management Graduate in Marketing. Before joining FINO, he was associated with Satin CreditCare, Fullerton India, ICICI Bank and Ashok Leyland Finance.

**Statement to the Shareholders as required under sub-clause (C) of Section II of Part II of Schedule V to the Companies Act, 2013:****I GENERAL INFORMATION:**

- (1) Nature of Industry: The Company is engaged in the business of providing technology solutions to Banks, Insurance Companies and Government departments which are engaged in the Financial Inclusion Services.
- (2) Date of commencement of business: June 15, 2006.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable**
- (4) The Company has incurred Loss of Rs. 9.23 Crores as per the latest audited balance sheet as at 31<sup>st</sup> March, 2019.
- (5) Export performance and net foreign exchange collaborations : **Not applicable**
- (6) Foreign Investments or Collaborators, if any : Nil as on 31<sup>st</sup> March, 2019.

## **II INFORMATION ABOUT THE APPOINTEE:**

- (1) Background of Mr. Sudeep Gupta : He is a Management Graduate in Marketing. Before joining FINO, he was associated with Satin CreditCare, Fullerton India, ICICI Bank and Ashok Leyland Finance.
- (2) Past Remuneration: \_\_\_\_\_ Nil \_\_\_\_\_.
- (3) Job profile and his suitability: He has more than 18 years of rich experience handling leadership roles in financial domain with different Banks and NBFCs. Business Growth & Development, Refining and Implementing Operations strategy that include aspects such as area selection, product design and delivery, portfolio quality management are his forte. He has in-depth understanding of unsecured and secured retail lending like Personal Loans, Business Loans, MSME loans, Auto Loans, Mortgages and Microfinance. He is a Management Graduate in Marketing. Before joining FINO, he was associated with Satin CreditCare, Fullerton India, ICICI Bank and Ashok Leyland Finance.
- (4) Remuneration proposed/paid: Nil
- (5) This company is the first of its kind gradually upcoming in the Industry, hence the proposed remuneration is not comparable.
- (6) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any: NONE.

## **III OTHER INFORMATION:**

- (1) Reasons of loss or inadequate profits: Not Applicable.
- (2) Steps taken or proposed to be taken for improvement: : 1. New Business lines being proposed like Cash Management Services. 2. Sustained growth in technology sale business. 3. New enrollment mandates on account of government schemes will help to enhance profitability.

- (3) Expected increase in productivity and profits in measurable terms: Due to increase in business at a group level, the Company is expected to achieve adequate profits in future.

#### **IV DISCLOSURES:**

- (1) The Shareholders of the Company are informed of the remuneration package of Mr. Sudeep Gupta through the Explanatory Statement which is an Annexure to this notice.
- (2) The Company is an unlisted Company, hence disclosures required in the Boards' Report under the head 'Corporate Governance' are not applicable.

Except for Mr. Sudeep Gupta, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and relatives of the Directors and KMP are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 3 and 5 of the Notice except to the extent of his shareholding interest, if any, in the Company.

The Board of Directors recommends the Ordinary resolution set out at item no. 3 and Special Resolution set out at item no. 5 of the notice for your approval.

This should also be treated as an abstract of the terms of appointment of Mr. Sudeep Gupta and the memorandum of interest of the Director in the said appointment as contemplated under relevant provisions of the Companies Act, 2013.

#### **ITEM No. 6**

Presently, the MOA of Fino PayTech do not allow carrying of Cash Management Services ("CMS") business therefore in order to conduct the said CMS business by the Company, the Main Object clause of MOA needs to be altered.

In view of the above, the Board of Directors subject to the approval of the Members, approved the proposal for alteration of the main object clause of the memorandum of association of the Company. Further in terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company



Accordingly, the Board recommends the Special Resolution set out in the item no. 6 of this Notice in relation to the alteration of the Main Object clause of the memorandum of association of the Company, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in the item no. 6 of this Notice, except to the extent of their shareholding interest, if any, in the Company.

The Board of Directors recommends the Special resolution set out at item no. 6 of the notice for your approval.

**Place : Navi Mumbai**  
**Date : 3<sup>rd</sup> September, 2019**

**By Order of the Board**  
**For FINO PayTech Limited**

**Sd/-**  
**Basavraj Loni**  
**Company Secretary & AVP-Legal**



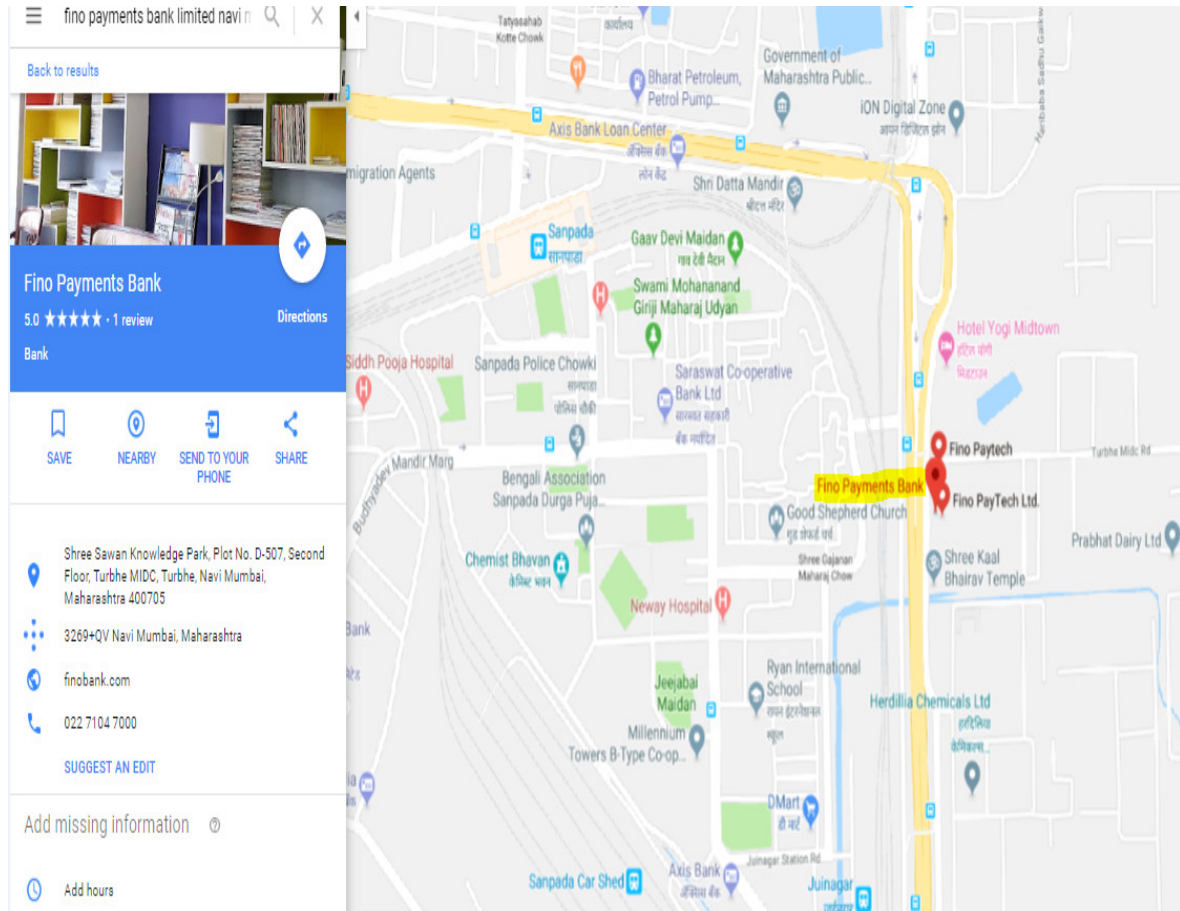
## FINO PAYTECH LIMITED

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Mumbai – 400705, Phone: +91 22 7137 7000, E-mail: [basavraj.loni@finopaytech.com](mailto:basavraj.loni@finopaytech.com)

Website: [www.finopaytech.com](http://www.finopaytech.com)

CIN: U72900MH2006PLC162656

### Route Map



Landmark: Next to Glenmark Pharmaceuticals