

FINO FINANCE PRIVATE LIMITED

Registered Office: Mindspace Juinagar, 9th Floor, Plot No. Gen 2/1/F, Tower 1, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai - 400 706.

CIN: U65921MH1994PTC216496 | **Phone:** +91 22 7104 7000

E-mail: suraj.gujja@finopaytech.com | **website:** www.finofinance.com

NOTICE

SHORTER NOTICE is hereby given that the **Twenty-Ninth (29th) Annual General Meeting (“AGM”)** of the Members of **Fino Finance Private Limited (“Company”)** will be held on **Tuesday, September 26, 2023 at 12:00 Noon**, Indian Standard Time (“IST”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), in compliance with the relevant provisions of the Companies Act, 2013, read with relevant circulars issued by Ministry of Corporate Affairs in this regard, to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements under Ind AS for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.**

SPECIAL BUSINESS:

2. **To appoint Mr. Amit Kumar Jain (DIN: 08353693) as a Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable rules, if any, the rules, circulars and guidelines issued by the Reserve Bank of India (“RBI”), (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee (“NRC”), approval of the Board of Directors of the Company and RBI approval vide its letter dated June 21, 2023, Mr. Amit Kumar Jain (DIN: 08353693), who was appointed as an Additional Director of the Company, with effect from June 21, 2023 and who holds office up to the date of this 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 eligible, be and is hereby appointed as a Director of the Company, whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board of Directors of the Company, which shall include the NRC to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as maybe required with power to settle all questions, difficulties or doubts that may arise in this regard.”

3. **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.**

SPECIAL BUSINESS:

4. To approve the appointment and remuneration of Mr. Amit Kumar Jain (DIN: 08353693) as an Whole-time Director and Key Managerial Personnel of the Company and in this regard to consider, and if thought fit, to pass, the following resolution as an Ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable rules, if any, the rules, circulars and guidelines issued by the Reserve Bank of India (“**RBI**”), (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the provision of the Articles of Association of the Company and pursuant to recommendation of Nomination and Remuneration Committee (“**NRC**”), and approval of the Board of Directors of the Company and RBI approval vide its letter dated June 21, 2023, and subject to the approvals, as may be necessary from the concerned authorities or bodies, and subject to the conditions and modifications as may be prescribed by any of them while granting such approvals, Mr. Amit Kumar Jain (DIN: 08353693) be and is hereby appointed as the Whole-time Director and Key Managerial Personnel of the Company, for a period of three (3) years with effect from June 21, 2023, liable to retire by rotation, upon such terms and conditions, as approved by the Board of Directors at its meeting held on November 24, 2022 and at a NIL remuneration, since he is appointed as Whole-time Director and Key Managerial Personnel in Fino PayTech Limited, the Holding Company as well he would draw remuneration from Fino PayTech Limited;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board of Directors of the Company (including duly constituted NRC of the Board), to alter, modify, vary the terms and conditions of the said appointment including remuneration payable or to be paid to Mr. Amit Kumar Jain, from time to time, during his tenure as Whole-time Director and Key Managerial Personnel of the Company, as may be considered appropriate, subject to the limits laid down in the provisions of the Companies Act, and any other applicable provisions as may be approved by the Members, from time to time;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board of Directors of the Company, which shall include the NRC to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required with power to settle all questions, difficulties or doubts that may arise in this regard.”

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By Order of the Board of Directors
For **Fino Finance Private Limited**

Sd/-
Amit Kumar Jain
Whole-time Director
DIN: 0853693

Place: Navi Mumbai
Date: June 28, 2023

NOTES:

1. The Ministry of Corporate Affairs (“**MCA**”) vide Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (“**MCA Circulars**”) has permitted companies to hold Annual General Meetings (“**AGM**”) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 (“**Act**”), MCA Circulars, the Twenty-Ninth (**29th**) AGM of the Company is being held through VC/ OAVM. Hence, the Members can attend and participate in the ensuing AGM through VC/ OAVM only. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. **PROXIES:**
Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including the route map are not annexed to this Notice.
4. The following are the credentials to attend the AGM through VC/OVAM:

Below are the VC Credentials:

VC Details – Zoom Meeting

Link:
<https://us06web.zoom.us/j/87829429179?pwd=Bqmc4UqLlqaapgZM9sEQBi00qw3jri.1>

Meeting ID: 878 2942 9179

Passcode: 951873
5. Corporate/Institutional Members (i.e. other than individuals/ HUF, NRI, etc.) intending their to appoint authorized representatives to attend the AGM through VC/OAVM on its behalf and cast their votes at the AGM are requested to send certified true copy (PDF/JPEG Format) of the Board Resolution/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Company Secretary by e-mail through its registered e-mail address at suraj.gujja@finopaytech.com
6. In case of joint holders, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Item No. 2 to 4 is annexed hereto.
9. The Company's Registrar and Transfer Agents is M/s Adroit Corporate Services Private Limited ("**Adroit**" or "**RTA**") having their office at 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 26, 2023. Members seeking to inspect such documents can send an email to Company's e-mail id suraj.gujja@finopayetch.com.
11. The 29th AGM of the Company will be held at a shorter notice and in accordance with the applicable provision of Companies Act, 2013.

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By Order of the Board of Directors
For **Fino Finance Private Limited**

Sd/-
Amit Kumar Jain
Whole-time Director
DIN: 0853693

Place: Navi Mumbai
Date: June 28, 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Item No. 2 to 4

Pursuant to the recommendation of the Nomination and Remuneration Committee (“**NRC**”) the Board of Directors at its meeting held on November 24, 2022, subject to Reserve Bank of India (“**RBI**”) approval, approved the appointment of Mr. Amit Kumar Jain as an Additional Director in the capacity of Whole-time Director of the Company to hold office as such until the conclusion of next Annual General Meeting of the Company. Accordingly, the proposal for appointment of Mr. Amit Kumar Jain as a Director has been put up to the Members of the Company for approval vide Resolution No. 2 of this Notice.

Further, pursuant to the recommendation of the NRC, the Board of Directors at its meeting held on November 24, 2022, approved the appointment and remuneration of Mr. Amit Kumar Jain as Whole-time Director and Key Managerial Personnel of the Company, for a period of three (3) years, liable to retire by rotation, effective from the date of approval of RBI, subject to approval of Members of the Company.

The Company had made an application to the RBI regarding the appointment of Mr. Amit Kumar Jain as the Whole-time Director and Key Managerial Personnel of the Company for a period of three (3) years, effective from the date of approval of RBI. The RBI vide its letter dated June 21, 2023 had conveyed its approval for the appointment of Mr. Amit Kumar Jain as Whole-time Director and Key Managerial Personnel of the Company, for a period of three (3) years with effect from June 21, 2023, subject to approval of Members of the Company.

In terms of Section 160 of the Companies Act, 2013 (“**Act**”), the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Amit Kumar Jain for the office of Director of the Company.

Mr. Amit Kumar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company along with necessary declarations/disclosures for his appointment as required under the Act. Mr. Amit Kumar Jain fulfills the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder from time to time.

In view of the above, approval of the Members is being sought for the appointment of Mr. Amit Kumar Jain as Whole-time Director and Key Managerial Personnel of the Company for a period of three (3) years with effect from June 21, 2023 at a Nil remuneration, however he would draw the remuneration from Fino PayTech Limited, Holding Company of the Company.

Brief profile of Mr. Amit Kumar Jain:

Mr. Amit Kumar Jain is a management graduate in International Business from Devi Ahilya Vishwavidyalaya (DAVV), he also holds a Honours degree in Economics from Delhi University.

Mr. Amit Kumar Jain brings over 24 years of experience in diverse sectors like Banking, Advertising and Manufacturing with companies like ICICI Bank, Mudra Communications, Saurashtra Cement, etc. he has been part of the FINO since it was incubated in ICICI Bank with a short stint outside as entrepreneur as well as with a reputed Corporate BC.

A seasoned profession, he has managed diverse leadership positions and brings in-depth understanding and knowledge of various business domains like Pre-Sales, Business

Development, Alliances, Account Management, Program Management, P&L Management, Marketing with proven track record on delivery.

His area of expertise lies in scaling-up businesses. He has successfully managed Fino's Corporate Business, Field & Central Operations and his strength lies in successfully managing high performance teams for scaling up and managing large scale projects.

He is also an active member of the Board at Business Correspondent Federation of India (BCFI) which is a representative body for Corporate BC in India. He is an avid observer of Start-ups, Digital Payments, Neo Banking, Financial Inclusion, Less-cash economy, etc.

Information pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India for item no. 2 to 4 is given hereunder:

Name of Director	Mr. Amit Kumar Jain
DIN	08353693
Age	49 years
Brief Profile, Qualification(s) and Experience	<p>Mr. Amit Kumar Jain is a management graduate in International Business from Devi Ahilya Vishwavidyalaya (DAVV), he also holds a Honours degree in Economics from Delhi University.</p> <p>Mr. Amit Kumar Jain brings over 24 years of experience in diverse sectors like Banking, Advertising and Manufacturing with companies like ICICI Bank, Mudra Communications, Saurashtra Cement, etc. he has been part of the FINO since it was incubated in ICICI Bank with a short stint outside as entrepreneur as well as with a reputed Corporate BC.</p> <p>A seasoned profession, he has managed diverse leadership positions and brings in-depth understanding and knowledge of various business domains like Pre-Sales, Business Development, Alliances, Account Management, Program Management, P&L Management, Marketing with proven track record on delivery.</p> <p>His area of expertise lies in scaling-up businesses. He has successfully managed Fino's Corporate Business, Field & Central Operations and his strength lies in successfully managing high performance teams for scaling up and managing large scale projects.</p>
Terms and conditions of appointment	As mentioned in the explanatory statement.
Details of remuneration sought to be paid	As mentioned in the explanatory statement.
Details of the remuneration last drawn by such person	NA
Date of first appointment on the Board	June 21, 2023
Shareholding in the Company (including shareholder as a beneficial owner)	01 Share as a registered owner without having beneficial interest in the same.
Relationship with other	None

Directors and Key Managerial Personnel			
The number of Meetings of the Board attended during FY 2022-23.	Nil		
Directorships held in other companies	Fino PayTech Limited Fino Financial Service Private Limited Fino Trusteeship Services Limited Business Correspondent Federation of India		
Memberships/ Chairmanships of Committees of other Boards	Fino PayTech Limited	Committee of Directors (Operations)	Member
	Business Correspondent Federation of India	Corporate Communications and Events Committee	Member
		SRO Committee	Member

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Amit Kumar Jain to whom the resolution relates, are concerned or interested, financially or otherwise, in the resolutions mentioned at Item No. 2 to 4 of this notice.

The Board of Directors of the Company recommends the Ordinary Resolution for Item No. 2 to 4 for the approval of the Members.

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By Order of the Board of Directors
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Sd/-
Amit Kumar Jain
Whole-time Director
 DIN: 0853693

Place: Navi Mumbai
Date: June 28, 2023