



**FINO FINANCE PRIVATE LIMITED**

**CIN:** U65921MH1994PTC216496

**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 - 400 706.

**Phone:** +91 22 7137 7000 | **E-mail:** [secretarial@finopaytech.com](mailto:secretarial@finopaytech.com)

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

**SHORTER NOTICE**

**NOTICE** is hereby given that the **Thirtieth (30<sup>th</sup>)** Annual General Meeting (“**AGM**”) of the Members of **Fino Finance Private Limited (“Company”)** will be held on **Monday, September 23, 2024 at 03:00 p.m.**, 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 (“**MCA**”) in this regard, to transact the following business:

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.**
- 2. 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.**

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**For and on behalf of the Board of Directors**

**Suraj Gujja**  
Company Secretary  
ICSI Membership No. ACS: A49812

**Place:** Navi Mumbai

**Date:** July 05, 2024

## NOTES:

1. The Ministry of Corporate Affairs (“**MCA**”) vide General 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, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred as “**MCA Circulars**”) has permitted companies to hold Annual General Meetings through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without physical presence of the Members at a common venue and provided relaxation from dispatching of physical copy of Annual Report upto September 30, 2024.
2. In compliance with the provisions of the Companies Act, 2013 (“**Act**”) and aforesaid MCA Circulars, the thirtieth (**30<sup>th</sup>**) Annual General Meeting (“**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:**

Link: <https://zoom.us/j/91388959576?pwd=EEwo6nxLi1IHNknbCkqHCwMg7ZquTD.1>

Meeting ID: 913 8895 9576

Passcode: 603906

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 [secretarial@finopaytech.com](mailto:secretarial@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. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The relevant details pursuant to the Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India (“**SS-2**”), in respect of item no. 2 of this Notice is attached herewith as **Annexure -1**.
9. The Company’s Registrar and Transfer Agents is M/s Adroit Corporate Services Private Limited (“**RTA**”) having their office at 17-20, Jafferbhoy Ind. Estate, 1<sup>st</sup> 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 the Act and relevant documents referred to in this Notice of AGM will be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to [secretarial@finopaytech.com](mailto:secretarial@finopaytech.com) mentioning their name and folio no. and the document they wish to inspect.
11. The 30<sup>th</sup> 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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**ANNEXURE -1**

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ARE AS UNDER:**

**Item No. 2**

|  |   |
|--|---|
| <b>Name of Director</b>                        | <b>Mr. Amit Kumar Jain</b>  |
| DIN  | 08353693  |
| Age  | 50 years  |
| Brief Profile, Qualification(s) and Experience | <p>Mr. Amit Kumar Jain is one of the longest-serving Executive Vice President in our organization, He led the business alliances with over 25 years of experience across diverse sectors such as Banking, Advertising and Manufacturing. He has worked with esteemed companies like ICICI Bank, Mudra Communications and Saurashtra Cement. Mr. Jain has been integral to Fino since its inception with a brief period as an entrepreneur and a corporate banking correspondent.</p> <p>A seasoned professional, Mr. Jain has held various leadership positions, bringing a wealth of knowledge in Pre-sales, Business Development, Alliances, Account Management, Program Management, P&amp;L Management and Marketing. He has a proven track record of delivering results.</p> <p>His expertise lies in scaling businesses. He has successfully managed Fino's Corporate Business, Field &amp; Central Operations, and excels in leading high-performance teams to manage large-scale projects.</p> <p>Mr. Jain holds a management degree in International Business from Devi Ahilya Vishwavidyalaya (DAVV) and an Honours degree in Economics from Delhi University.</p> |
| Terms and conditions of appointment            | The Members at their 29 <sup>th</sup> AGM of the Company held on September 26, 2023, had approved the appointment of Mr. Amit Kumar Jain as Whole-time Director of the Company, liable to retire by rotation, for a period of three (3) years with effect from June 21, 2023 at a Nil remuneration. However, Mr. Jain would draw the remuneration from Fino PayTech Limited, Holding Company of the Company.  |
| Details of remuneration sought to be paid      | NA  |
| Details of the remuneration last               | Nil   |

|  |  |   |        |
|--|--|---|--------|
| drawn by such person (FY 2023-24)  |  |   |        |
| Date of first appointment on the Board                                       | June 21, 2023*   |   |        |
| Shareholding in the Company (including shareholder as a beneficial owner)    | One (1) equity share as Nominee shareholder of Fino PayTech Limited i.e. as a registered owner without having beneficial interest in the same.     |   |        |
| Relationship with other Directors and Key Managerial Personnel               | None   |   |        |
| The number of Meetings of the Board attended during FY 2023-24               | 04/04*   |   |        |
| Directorships held in other companies  | Fino PayTech Limited<br>Fino Trusteeship Services Limited<br>Fino Financial Services Private Limited<br>Business Correspondent Federation of India |   |        |
| Memberships/ Chairmanships of Committees of other Boards as on July 05, 2024 | Fino PayTech Limited   | Committee of Directors (Operations)           | Member |
|  | Business Correspondent Federation of India   | Corporate Communications and Events Committee | Member |
|  |  | SRO Committee                                 | Member |

\*Mr. Amit Kumar Jain was appointed as Whole-time Director and Key Managerial Personnel of the Company by the Board of Directors at its meeting held on November 24, 2022 subject to approval of Reserve Bank of India ("RBI"). The RBI vide its letter dated June 21, 2023 has accorded its approval for the appointment of Mr. Jain.

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