

# **FINO PAYTECH LIMITED**

**Annual Report for the F.Y. 2024-2025**

## BOARD'S REPORT

**Dear Members,**

Your Board of Directors is pleased to present the Nineteenth (19<sup>th</sup>) Annual Report of Fino PayTech Limited ("Company") together with the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2025.

### FINANCIAL HIGHLIGHTS AND PERFORMANCE

The highlights of the financial performance of the Company for the financial year ended March 31, 2025 as compared to the previous financial year are as under:

PARTICULARS	STANDALONE		CONSOLIDATED	
	2024-25	2023-24	2024-25	2023-24
Total Revenue	1,938.84	2,015.61	1,86,442.74	1,49,739.52
Profit/ (Loss) before Interest, Depreciation and Tax	715.14	(464.67)	29,271.07	22,846.87
Profit/ (Loss) before Tax and prior period items	419.04	(839.03)	11,459.60	7,955.83
<b>Profit/ (Loss) before Tax</b>	419.04	(839.03)	11,459.60	7,955.83
<u>Tax expenses:</u>				
Current Tax	41.14	31.51	1,637.03	50.31
Tax provision for earlier years	-	(111.61)	1.48	(143.25)
Deferred Tax	72.53	(34.60)	72.53	(34.60)
<b>Net Profit/ (Loss) after Tax</b>	305.37	(724.33)	9,748.56	8,083.37
Other Comprehensive Income	(119.07)	0.11	(326.99)	182.95
Balance of Profit/ (Loss) carried forward to next year	186.30	(724.23)	9,421.57	8,266.32

The standalone total revenue of the Company is ₹1938.84 lakhs for the year ended March 31, 2025 as compared to ₹2015.61 lakhs in previous year. The Company's profit before tax was ₹419.04 lakhs as against ₹839.03 lakhs loss in the previous year.

The consolidated total revenue of the Company is ₹1,86,442.74 lakhs for the year ended March 31, 2025 as compared to ₹1,49,739.52 lakhs in previous year. The Company's consolidated profit before tax is ₹11,459.60 lakhs as against ₹7,955.83 lakhs in the previous year.

### DIVIDEND

Your Board of Directors has not recommended any dividend to the Shareholders, citing the minimal profits earned for the financial year ended March 31, 2025.

## **CAPITAL STRUCTURE**

### **Authorised Share Capital**

During the year under review, the Company has not changed its Authorised Share Capital. As on March 31, 2025, the Authorised Share Capital of the Company was ₹1,70,00,00,000/- (Rupees one hundred and seventy crores only) comprising of 12,00,00,000 (Twelve crores) Equity Shares of ₹10/- (Rupees ten only) each aggregating to ₹120,00,00,000/- (Rupees one hundred and twenty crores only) and 5,00,00,000 (Five crores) Fully Compulsorily Convertible Preference Shares of ₹10/- (Rupees ten only) each aggregating to ₹50,00,00,000/- (Rupees fifty crores only).

### **Paid-up Share Capital**

During the financial year 2024-25, 2,695 (Two thousand six hundred and ninety-five) Equity Shares of ₹10/- (Rupees ten only) each were allotted pursuant to exercise of stock options granted under Fino PayTech Limited Employees Stock Option Scheme-II, 2007.

As on March 31, 2025, the issued, subscribed and paid up capital of the Company was ₹1,27,57,51,150/- (Rupees one hundred and twenty seven crores fifty seven lakhs fifty one thousand and one hundred and fifty only) divided into 10,47,86,554 (Ten crores forty seven lakhs eighty six thousand five hundred and fifty four) Equity Shares of ₹10/- (Rupees ten only) each aggregating to ₹1,04,78,65,540 /- (Rupees one hundred and four crores seventy eight lakhs sixty five thousand five hundred and forty only) and 2,27,88,561 (Two crores twenty seven lakhs eighty eight thousand five hundred and sixty one) Fully Compulsorily Convertible Preference Shares of ₹10/- (Rupees ten only) each aggregating to ₹22,78,85,610/- (Rupees twenty two crores seventy eight lakhs eighty five thousand six hundred and ten only).

## **MATERIAL CHANGES AND COMMITMENTS**

Apart from the details given in this Report, there were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year March 31, 2025 and up to the date of this report.

## **BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/ STATE OF COMPANY'S AFFAIRS**

Your Company specializes in delivering technology-driven solutions and services aimed at enhancing financial inclusion. The Company operates a comprehensive business and banking technology platform, supported by extensive service delivery channels. Our clientele includes banks, microfinance institutions, government and non-government organizations, insurance companies and corporate entities.

Additionally, the Company is registered as an Authentication Service Agency ("ASA") with the Unique Identification Authority of India ("UIDAI"). This registration enables the Company to provide authentication services to various banks and government organizations.

## **HIGHLIGHTS OF THE PERFORMANCE OF COMPANY'S SUBSIDIARY COMPANIES AND ASSOCIATE COMPANY**

Pursuant to the provisions of Sections 129, 133, 134 and 136 of the Companies Act, 2013 ("Act") read with rules framed thereunder, the Company has prepared Audited Standalone and Consolidated Financial Statements of the Company.

The performance and financial position of subsidiary companies are detailed in statement containing salient features of the financial statements of subsidiary companies pursuant to

Section 129 of the Act in Form AOC-1, the same is annexed as **Annexure-A** to the Board's Report. There are no associate companies of the Company as on March 31, 2025.

The total revenue of Fino Trusteeship Services Limited during the year under review is ₹57.04 lakhs and Net Profit is ₹39.93 lakhs.

The total revenue from the operation of FFPL Finserv Private Limited (Formerly known as Fino Finance Private Limited) during the year under review is ₹150.80 lakhs and Net Loss is ₹60.05 lakhs.

The total revenue from the operation of Fino Financial Services Private Limited during the year under review is Nil and Net Loss is ₹0.66 lakhs.

The total revenue from the operation of Fino Payments Bank Limited during the year under review is ₹1,84,710.43 lakhs and Net Profit is ₹ 9,253.47 lakhs.

#### **Detail of Subsidiary Companies:**

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Status</b>
1.	Fino Trusteeship Services Limited	Wholly-owned Subsidiary
2.	FFPL Finserv Private Limited (Formerly Known as Fino Finance Private Limited)	Wholly-owned Subsidiary
3.	Fino Financial Services Private Limited	Wholly-owned Subsidiary
4.	Fino Payments Bank Limited	Subsidiary

The Financial Statements of Fino Trusteeship Services Limited, FFPL Finserv Private Limited (Formerly Known as Fino Finance Private Limited) and Fino Financial Services Private Limited (Wholly-owned Subsidiary Companies), and Fino Payments Bank Limited (Subsidiary Company) forms part of the Consolidated Financial Statements of the Company.

Bharat Petroleum Corporation Limited's ("BPCL") investment in the Company is 21.94% (as on March 31, 2025 on non-diluted basis), therefore, your Company is an Associate Company of BPCL.

#### **TRANSFER TO RESERVES**

During the year under review, no amount was transferred to any reserves. The Company decided to retain the entire amount of profits for financial year 2024-25 in the retained earnings.

#### **BOARD OF DIRECTORS' AND KEY MANAGERIAL PERSONNEL**

As on March 31, 2025, the Composition of the Board of the Directors of the Company was in compliance with the provisions of the Act.

The Board of the Company is duly constituted with an optimum combination of Executive and Non-Executive Directors including Independent Directors and Women Director. The changes in the composition of the Board that took place during the period under review were carried out in compliance with the provisions of the Act.

In the opinion of the Board, all the Directors as well as the Directors appointed/ re-appointed during the year possess the requisite qualifications, experience and expertise and hold high standards of integrity.

### **Appointment of Directors made during the financial year 2024-25**

No Directors were appointed for the financial year 2024-25.

### **Re-appointment of Director retiring by rotation**

In accordance with the provisions of Section 152 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and Articles of Association of the Company, Mr. Amit Kumar Jain (DIN: 08353693), Whole-time Director of the Company retires by rotation at the ensuing 19<sup>th</sup> Annual General Meeting (“AGM”) and being eligible, has offered himself for re-appointment. The resolution seeking the re-appointment of Mr. Amit Kumar Jain forms part of the Notice convening the ensuing AGM.

The profile and particulars of experience, attributes, skills of Mr. Amit Kumar Jain together with his other directorships and committee memberships in terms of Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India have been disclosed in the annexure to the Notice of the AGM.

### **Cessation of Directors during the financial year 2024-25**

During the year under review:

Mr. Marcus Peter Strutt Thompson, Nominee Director of HAV3 Holdings (Mauritius) Limited tendered his resignation from the designation of Nominee Director with effect from September 17, 2024.

Mr. Ashok Kini’s second term as an Independent Director of the Company concluded effective August 19, 2025.

The Board places on record its sincere appreciation for both the Director’s valuable guidance and distinguished contribution to the Board and the Company during their tenure.

As on the date of this report, the Board of Directors of the Company constitutes as following:

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Mr. Rajeev Deoras	Chairperson and Independent Director
2.	Dr. Apurva Joshi	Independent Director
3.	Mr. Manoj Heda	Nominee Director
4.	Mr. Prateek Roongta	Nominee Director
5.	Mr. Amit Kumar Jain	Whole-time Director

### **Appointment/ Resignation of Key Managerial Personnel for the financial year 2024-25**

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board approved the appointment of Mr. Suresh Balasubramanian as Chief Financial Officer, with effect from January 27, 2025.

During the year under review, there has been no change in the Directors and Key Managerial Personnel of the Company other than those disclosed above.

### **DECLARATION BY INDEPENDENT DIRECTORS**

All the Independent Directors (“IDs”) of the Company have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act. There has been no change in the circumstances affecting their status as IDs of the Company. In the opinion of the Board, the IDs possess the requisite integrity, experience, expertise and proficiency required under all applicable laws and the policies of the Company.

All the IDs of the Company have complied and affirmed to abide by Rule 6 (Creation and Maintenance of Databank of Persons Offering to become Independent Directors) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and have also declared that they are enrolled in the databank of Independent Directors maintained by Indian Institute of Corporate Affairs and have qualified the online proficiency self-assessment test, as applicable.

## **POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of Directors has framed a policy which lays down guidelines in relation to remuneration of Directors, Key Managerial Personnel and other employees of the Company. This policy inter alia, prescribes criteria for determining qualifications, positive attributes and independence of Directors and also lays down criteria for selection and appointment of Board Members. The Nomination and Remuneration policy has been prepared as per requirements of the provisions of Section 178 of the Act read along with the Rules made thereunder. There were no material changes in the policy during the financial year 2024-25. The Policy is available on the web site of the Company [www.finopaytech.com](http://www.finopaytech.com).

The Remuneration of Directors and Key Managerial Personnel are reviewed by the Nomination and Remuneration Committee and approved by the Board in accordance with the policy and applicable laws.

The Independent Directors receive remuneration by way of sitting fees for attending each meeting of the Board and its Committees. The Board approved the payment of sitting fees of ₹50,000 per Board meeting and Committee meeting respectively to the Independent Directors.

## **BOARD PERFORMANCE EVALUATION**

In accordance with the provisions of the Act, the annual performance evaluation of the Board, its Committees, Chairperson and Individual Directors has been carried out for the period under review.

Further, the evaluation of the Board, its Committees, Chairperson and Individual Directors covering various aspects of the performance of the Board and its Committees, effectiveness of the Board / Committee processes including composition, roles and responsibilities, Board processes, boardroom culture, adherence to code of conduct and ethics, quality and flow of information, as well as measurement of performance in the areas of strength and areas of focus were sent to the Directors.

Accordingly, the Nomination and Remuneration Committee and the Board reviewed the performance of Individual Directors based on criteria such as attendance in Board/ Committee meetings, contribution in the meetings like preparedness on issues to be discussed etc.

The Independent Directors at its separate meeting held on March 19, 2025, reviewed the performance of Non-Independent Directors and performance of the Board as a whole, performance of the Chairman of the Company taking into account the views of Executive and Non-executive Directors and assessed the quality, quantity and timeliness of flow of information to the Board to perform their duties effectively and reasonably.

The Board of Directors had expressed their satisfaction with the evaluation process.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Account) Rules, 2014 are set out in the **Annexure-B** to the Board's report.

## **RELATED PARTY TRANSACTIONS**

All the Related Party Transactions ("RPTs") entered into during the financial year 2024-25 were on an arm's length basis and were in the ordinary course of business. Transactions entered into by the Company with related parties in the normal course of its business were placed before the Audit Committee. Prior omnibus/ specific approval for normal transactions were obtained from the Audit Committee for the RPTs which are of repetitive in nature and for the transactions which are of unforeseen nature. Also, ratification of the RPTs were made, wherever required. A statement giving details of all RPTs, entered pursuant to the omnibus approval so granted, was placed before the Audit Committee for their review.

There were no transactions entered into individually or taken together with the previous transactions during the financial year with related parties, which were not in the normal/ ordinary course of the business of the Company, nor were there any transactions with related parties or others, which were not on an arm's length basis. Hence, pursuant to Section 134(3)(h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no RPTs to be reported under Section 188(1) of the Act. Hence, Form AOC-2 is not applicable to the Company.

## **NUMBER OF MEETINGS OF THE BOARD, ATTENDANCE, MEETINGS AND CONSTITUTION OF VARIOUS COMMITTEES**

### **A. Board of Directors' Meetings**

During the year under review, six (6) Board Meetings were convened i.e. on May 16, 2024, May 31, 2024, July 25, 2024, September 18, 2024, December 03, 2024 and January 27, 2025.

The maximum gap between the two consecutive Board meetings was in compliance with the provisions of the Act, relevant rules made thereunder and Secretarial Standard-I issued by the Institute of Company Secretaries of India. The necessary quorum was present for all the Board meetings.

The details of the Directors and attendance at the meeting of the Board of Directors are as follows:

<b>Sr. No.</b>	<b>Name</b>	<b>Category</b>	<b>No. of Meetings Attended</b>
1	Mr. Rajeev Deoras	Non-executive Chairperson and Independent Director	5/6
2	Mr. Ashok Kini	Independent Director	4/6
3	Dr. Apurva Joshi	Independent Director	6/6
4	Mr. Prateek Roongta	Nominee Director	6/6
5	Mr. Manoj Heda	Nominee Director	3/6
6	Mr. Marcus Peter Strutt Thompson <sup>1</sup>	Nominee Director	3/3
7	Mr. Amit Kumar Jain	Whole-time Director	6/6

<sup>1</sup> Resigned as Nominee Director of the Board with effect from September 17, 2024.



## **B. Audit Committee**

The Board has constituted Audit Committee under Section 177 of the Act. As on March 31, 2025, the Committee comprised of three Independent Directors which is in accordance with the Act.

During the year under review, three (3) meetings of the Audit Committee were held i.e. on July 25, 2024, December 03, 2024 and March 19, 2025.

Details of Members of the Committee and their attendance at the Audit Committee meetings are as follows:

<b>Sr. No.</b>	<b>Name</b>	<b>Category</b>	<b>No. of Meetings Attended</b>
1	Mr. Rajeev Deoras	Chairman, Independent Director	3/3
2	Mr. Ashok Kini	Member, Independent Director	2/3
3	Mr. Marcus Peter Strutt Thompson <sup>1</sup>	Member, Nominee Director	1/1
4	Dr. Apurva Joshi <sup>2</sup>	Member, Independent Director	2/2

<sup>1</sup>Resigned as Member of the Committee with effect from September 17, 2024.

<sup>2</sup>Appointed as Member of the Committee with effect from November 27, 2024.

The Board of Directors had accepted all the recommendations made by the Audit Committee during the year under review.

## **C. Nomination and Remuneration Committee**

The Board has constituted Nomination and Remuneration Committee as per Section 178 of the Act. As on March 31, 2025, the Committee comprised of two Independent Directors and one Nominee Director which is in accordance with the Act.

During the year under review, three (3) meetings of Nomination and Remuneration Committee were held i.e. on July 25, 2024, December 03, 2024 and January 27, 2025.

Details of Members of the Committee and their attendance at the Nomination and Remuneration Committee meetings are as follows:

<b>Sr. No.</b>	<b>Name</b>	<b>Category</b>	<b>No. of Meetings Attended</b>
1	Dr. Apurva Joshi	Chairperson, Independent Director	3/3
2	Mr. Rajeev Deoras	Member, Independent Director	3/3
3	Mr. Marcus Peter Strutt Thompson <sup>1</sup>	Member, Nominee Director	1/1
4	Mr. Manoj Heda	Member, Nominee Director	2/3

<sup>1</sup>Ceased to be as Member of the Committee with effect from September 17, 2024

## **D. Corporate Social Responsibility Committee**

The Board has constituted Corporate Social Responsibility Committee as per Section 135 of the Act. As on March 31, 2025, the Committee comprised of one Independent Director and two Nominee Directors which is in accordance with the Act.

During the year under review, one (1) meeting of Corporate Social Responsibility Committee was held i.e. on July 25, 2024.



Details of Members and their attendance at the Corporate Social Responsibility Committee meetings are given below:

Sr. No.	Name	Category	No of Meetings attended
1	Dr. Apurva Joshi	Chairperson, Independent Director	1/1
2	Mr. Prateek Roongta	Member, Nominee Director	1/1
3	Mr. Manoj Heda	Member, Nominee Director	1/1

#### **E. Stakeholders Relationship Committee**

The Board of Directors has constituted Stakeholder Relationship Committee under Section 178 of the Act. As on March 31, 2025, the Committee comprised of two Independent Director and one Nominee Director which is in accordance with the Act. During the year under review, no Meeting of the Stakeholders Relationship Committee was held.

Details of Members of the Stakeholders Relationship Committee are as follows:

Sr. No.	Name	Category	No of Meetings attended
1	Dr. Apurva Joshi	Chairperson, Independent Director	0/0
2	Mr. Marcus Peter Strutt Thompson <sup>1</sup>	Member, Nominee Director	0/0
3	Mr. Prateek Roongta	Member, Nominee Director	0/0
4	Mr. Rajeev Deoras <sup>2</sup>	Member, Independent Director	0/0

<sup>1</sup>Ceased to be as Member of the Committee with effect from September 17, 2024.

<sup>2</sup>Appointed as Member of the Committee with effect from November 27, 2024.

#### **MEETING OF THE INDEPENDENT DIRECTORS**

As per the requirement of the Section 149(8) read with Schedule IV of the Act, a meeting of the Independent Directors of the Company is required to be held once a year in absence of non-independent directors.

During the financial year 2024-25, the Meeting of the Independent Directors (IDs) of the Company was held on March 19, 2025, without the attendance of Non-Independent Directors and members of the management at which they discussed and reviewed, including but not limited to below matters:

- Performance of the Non-Independent Directors and Board as a whole taking into views of Executive Directors and Non-Executive Directors;
- Performance of the Chairman of the Company by taking into accounts the views of Executive and Non- Executive Directors; and
- The quality, quantity and timeliness of the flow of information between the Management and the Board of Directors.

#### **CORPORATE SOCIAL RESPONSIBILITY (“CSR”)**

In terms of Section 135 of the Act and Schedule VII of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 made thereunder, as amended, the Board of Directors has constituted a Corporate Social Responsibility Committee and adopted CSR policy formulated by the Committee.

The CSR policy indicating the development and implementation of the policy on the CSR initiatives/activities as approved by the Board were uploaded on the website of the Company at [www.finopaytech.com](http://www.finopaytech.com).

In terms of the provision of the Act, for financial year 2024-25, the Company was not required to spend any amount towards CSR Activities.

The Annual Report on CSR initiatives/activities as prescribed under the Act and rules framed thereunder is annexed as **Annexure-C** to the Board's Report.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The particulars of investments made by the Company under Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 as at March 31, 2025, are disclosed in the notes to account.

There was no loan made, guarantee given or security provided and hence, no disclosure was required to be made herein in this regard.

## **VIGIL MECHANISM**

The Company has implemented a Vigil Mechanism Policy in compliance with the provisions of the Act that enables the Directors and employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. The Audit Committee reviews the functioning of the Vigil Mechanism from time to time. None of the Whistle Blowers has been denied access to the Audit Committee.

Details of the Vigil Mechanism policy is made available on the Company's website i.e. [www.finopaytech.com](http://www.finopaytech.com).

## **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has formulated and adopted a policy on Prevention of Sexual Harassment of Women at Workplace. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The information relating to complaints received and disposed off during the financial year 2024-25 are as follows:

- No. of complaints received : Nil
- No. of complaints disposed off : Nil
- Number of cases pending for more than 90 days : Nil
- Number of workshops/ awareness programmes against sexual harassment carried out : 1 (One)
- Nature of action taken by the employer or District Officer : NA

No complaints were pending with the Internal Complaints Committee for more than ninety days.

Further, your Company is in compliance with the provisions of Maternity Benefits Act 1961.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 134(3)(c) of the Act, it is hereby confirmed that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as on March 31, 2025 and profit/ loss of the Company for the financial year ended March 31, 2025;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **RISK MANAGEMENT POLICY**

The Board has framed a policy on Risk Management including identification therein elements of risk, if any which in the opinion of the Board may threaten the existence of the Company. The policy helps to assess the risk areas, monitor and report compliance and effectiveness of the policy and procedure.

The Company has not come across any material risk which may threaten the existence of the Company.

The Directors expressed their satisfaction that the systems of risk management are defensible.

## **INTERNAL CONTROLS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Internal Audit Control System ensures that the regular internal audits are conducted of the functional areas. The findings are then taken up by Audit Committee along with management response for suitable action. The Company has adequate and effective internal audit system, covering on a continuous basis, the entire gamut of operations and services spanning all locations, business and functions. The Audit Committee monitors the Internal Audit System on regular intervals and directs necessary steps to further improve the Internal Control system.

## **INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to Section 124 of the Act, the Company is required to transfer the amount of dividend, which remains unpaid/ unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account to Investor Education and Protection Fund ("IEPF"), established by the Central Government. The table given below gives the dates of dividend declaration and the corresponding dates when unclaimed/ unpaid dividends are due to be transferred to the IEPF:

Financial Year	Dividend Type	Date of Declaration	Tentative Date for transfer IPEF
2022-23	Interim Dividend	June 08, 2022	July 09, 2029

The Members/ Claimants who have not claimed their dividend so far in respect of the aforesaid period are requested to make their claims to Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent of the Company ("RTA") or to the Company Secretary of the Company, at the Company's Registered Office, well in advance of the above due dates. Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company at [www.finopaytech.com](http://www.finopaytech.com).

## **AUDITORS**

### **a) Statutory Auditors and their Report**

M/s. A P Sanzgiri & Co., Chartered Accountants (ICAI Firm Registration Number: 116293W) were appointed as the Statutory Auditor of the Company for a term of five (5) years, commencing from the conclusion 16<sup>th</sup> AGM till the conclusion of the 21<sup>st</sup> AGM of the Company to be held in the year 2027.

The Statutory Auditors of the Company have conducted Statutory Audit of the Financial Statements of the Company for financial year ended March 31, 2025. The notes referred in the Auditors' Report are self-explanatory.

The Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder (Ind AS) and other accounting principles generally accepted in India.

There are no qualification or reservation or adverse remark or disclaimers given by the Statutory Auditors.

### **b) Secretarial Auditor and their Report**

In compliance with the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. DM & Associates Company Secretaries LLP, the Secretarial Auditor of the Company undertook the Secretarial Audit for the financial year 2024-25.

The Secretarial Audit Report for the financial year ended March 31, 2025, is annexed as **Annexure-D** to the Board's Report.

The qualification/observation in the report is given below:

For certain duration of the financial year 2024-25, there was delay in filling up the vacancy in the office of Chief Financial Officer. However, as on March 31, 2025, the Company is compliant with the requirements of appointing Chief Financial Officer as prescribed under Companies Act, 2013 read with rules made thereunder.

### **c) Internal Auditor**

As per the provision of Section 138 of the Act read with Rule 13 of the Companies (Accounts) Rules, 2014, the Internal Auditor presents their half yearly reports to the Audit Committee. The scope, functioning, periodicity and methodology for conducting the Internal Audit have been formulated in consultation with the Audit Committee.

## **ANNUAL RETURN**

In accordance with the provision of Section 92(3) of the Act, the copy of the Annual Return in the prescribed Form MGT-7 is uploaded on website of the Company at [www.finopaytech.com](http://www.finopaytech.com).

## **EMPLOYEES STOCK OPTION PLAN (ESOP)**

The Company has formulated and implemented Fino PayTech Limited - Employees Stock Option Scheme - II 2007 ("ESOP Scheme"), with a view to attract, retain, incentivize and motivate employees of the Company by way of rewarding their performance and promoting their increased participation in the overall corporate growth and profitability. The ESOP Scheme has been amended from time to time in view of regulatory changes/ business requirements. None of these amendments were prejudicial to the interest of the employees. The Equity Shares, if issued, under ESOP Scheme shall rank pari-passu with the existing equity shares of the Company.

Pursuant to Section 62 of the Act read with sub-rule 9 of Rule 12 of the Companies (Share capital and Debentures) Rules, 2014, the details of ESOPs are given below:

a.	Options granted	:	2,34,68,000
b.	Options lapsed	:	76,90,103
c.	Net grant	:	1,57,77,897
d.	Options surrendered	:	16,38,170
e.	Options exercised	:	1,00,33,477
f.	Total number of shares arising as a result of exercise of Options	:	1,00,33,477
g.	Exercise price	:	₹10.00, ₹20.00, ₹30.00, ₹70.64, ₹75.00, ₹80.00, ₹100.00 and ₹105.00.
h.	Variation of terms of Options	:	None
i.	Money realised by exercise of Options	:	As detailed in the financial statements
j.	Total number of Options in force	:	41,06,250
k.	Employee-wise details of Options granted to:	:	
	i. Managerial Personnel (as on 31.03.2025)	:	70,368
	ii. Any other employee who receives grant of Options in any one year amounting to 5% or more of Options granted during that year.	:	None
	iii. Identified employees who were granted Options, during any one year equal to or exceeding 1% of the Issued Capital of the company (excluding outstanding warrants and conversions) at the time of grant.	:	None

## **COMPLIANCE WITH SECRETARIAL STANDARDS**

During the year under review, the Company has complied with the applicable Secretarial Standard on meetings of the Board of Directors ("SS-1") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

**DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The Company being an unlisted public company, the disclosure in terms of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable and hence not required to be disclosed.

**REPORTING OF FRAUDS BY AUDITORS**

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act.

**ADDITIONAL DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year under review:

- i) The Company has not issued any shares with differential rights as to dividend, voting or otherwise and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.
- ii) Issue of shares (including sweat equity shares) to employees of your Company under any scheme.
- iii) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- iv) There were no material changes commitments affecting the financial position of your Company between the end of financial year (March 31, 2025) and the date of the report.
- v) The Company has not accepted any deposits during the year in accordance with Chapter V of the Act.
- vi) The Company is not required to maintain cost records under Section 148(1) of the Act.
- vii) There was no change in the nature of business of the Company.

**DISCLOSURE OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE 2016 DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR UNDER REVIEW**

No application has been made or any proceedings are pending under the Insolvency and Bankruptcy Code 2016 during the financial year under review.

**THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

No such instance of one-time settlement or valuation was done during the year under review.

## **ACKNOWLEDGEMENT**

The Board of Directors of your Company would like to place on record its sincere gratitude for the contribution made by the Employees of the Company during the year under review. The Company at a group level has achieved impressive growth through the competence, hard work, solidarity, co-operation and support of employees at all levels. Your Directors thank the investors, customers, clients, vendors and other business associates for their continued support in the Company's growth. The Directors also wish to thank the Government Authorities, Banks and the Shareholders for their co-operation and assistance extended to the Company.

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

**Date:** August 21, 2025

**Place:** Navi Mumbai

**Rajeev Deoras**  
Non-executive Chairman  
and Independent Director  
DIN: 02879519

**Amit Kumar Jain**  
Whole-time Director  
DIN: 08353693



**Annexure-A**

**Annexure to the Board's Report**

**Form AOC-1**

*(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)*

**Statement containing salient features of the Financial Statement of Subsidiaries/ Associate companies/Joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary is presented with amounts of ₹ in lakhs)

Sr. No.	Particulars	Details	Details	Details	Details
1.	Name of the Subsidiaries	Fino Trusteeship Services Limited	FFPL Finserv Private Limited (formerly known as Fino Finance Private Limited)	Fino Financial Services Private Limited	Fino Payments Bank Limited
2.	The date since when subsidiary was acquired/ incorporated/ converted	14.05.2009 (Incorporated)	03.09.2010 (Acquired)	23.09.2014 (Incorporated)	30.03.2017 (Converted)
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable	Not Applicable
5.	Share capital	5.00	4,757.68	1.00	8,321.84
6.	Reserves and surplus	290.47	(4,049.19)	(6.46)	66,365.82
7.	Total assets	860.41	929.65	0.03	4,20,593.19
8.	Total Liabilities (excl. Capital and Reserves)	564.94	221.16	5.49	3,45,905.53
9.	Investments	799.84	0	0	2,38,812.85
10.	Turnover	57.04	150.8	0	1,84,710.43
11.	Profit/(Loss) before taxation	55.33	(60.05)	(0.66)	10,835.43
12.	Provision for taxation	1.48	0	0	1,581.96
13.	Profit/(Loss) after taxation	39.93	(60.05)	(0.66)	9,253.47
14.	Proposed Dividend	0	0	0	0
15.	% of shareholding	100%	100%	100%	75%

1. Name of subsidiary which is yet to commence operations - Fino Financial Services Private Limited
2. Names of subsidiaries which have been liquidated or sold during the year – Nil

Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on March 31, 2025.

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

**Place:** Navi Mumbai  
**Date:** August 21, 2025

**Rajeev Deoras**  
Non-Executive Chairman and  
Independent Director  
DIN: 02879519

**Amit Kumar Jain**  
Whole-Time Director  
DIN: 08353693

**Annexure-B**

**Annexure to the Board's Report**

**INFORMATION RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND INNOVATION, AND FOREIGN EXCHANGE EARNINGS/ OUTGO FORMING PART OF THE BOARD'S REPORT IN TERMS OF SECTION 134 OF THE COMPANIES ACT, 2013.**

**A. Conservation of Energy**

The Company has implemented several energy-saving initiatives at its registered office, including:

- Installation of energy-efficient LED lights.
- Switching off most of the lights and air conditioning units after 7 pm, with only essential lighting remaining on to prevent energy wastage. Additionally, all workstation area air conditioners are turned off during lunch hours from 1 p.m. to 2 p.m., except in the cafeteria.
- Maintaining a consistent power factor through the use of a capacitor bank.
- Installing sun control films and blinds throughout the office to keep it cool and reduce air conditioning usage.

The Company is committed to continuously improving its energy performance year after year.

**B. Technology absorption**

**FINO ASA/AUA and KSA/KUA compliant**

Extending the Company's gains and its experience on AUA/ ASA, the Company has scaled it further and on boarded 6 AUA/KUA in its system, these entities are using our ASA service for connecting to UIDAI's CIDR (Central Identities Data Repository) for doing Aadhaar Authentication and e-KYC.

During the period under review, the Company has incurred capital expenditure of ₹Nil (Previous year ₹Nil) towards research and development activities.

**C. Foreign Exchange Earnings and Outgo**

During the year under review, there were no foreign exchange earnings, however, there was foreign exchange outgo of ₹0.64 lakhs and same is set out in the financial statements.

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

**Place:** Navi Mumbai  
**Date:** August 21, 2025

**Rajeev Deoras**  
Non-Executive Chairman and  
Independent Director  
DIN: 02879519

**Amit Kumar Jain**  
Whole-Time Director  
DIN: 08353693

**Annexure-C**

**Annexure to the Board's Report**

**Annual Report on Corporate Social Responsibility for financial year 2024-25**  
[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended]

**1. Brief outline on the CSR policy of the Company:**

The Company is vigilant about its Corporate Social Responsibility (“CSR”) obligations. In compliance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has a CSR Committee and Board approved CSR policy to provide guidelines for carrying out CSR activities. The objective of our CSR policy is to add value to the community and society through dedicated and impactful projects and engagement with the community. Company believes in undertaking sustainable CSR activities with a vision to actively contribute to the social and environmental development of the society in which we operate. The focus areas of our CSR activities are:

- To create and support programs that bring about sustainable changes through contributing towards major challenges faced by India (like improving healthcare, supporting education etc., and making our country a better place to live for all);
- Primary education, healthcare including preventive healthcare and sanitation, eradicating hunger, poverty and malnutrition, ensuring environmental sustainability, ecological balance, protection of environment;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

**2. The Composition of the CSR Committee as on March 31, 2025:**

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Dr. Apurva Joshi	Chairperson, Independent Director	1	1
2.	Mr. Prateek Roongta	Member, Nominee Director	1	1
3.	Mr. Manoj Heda	Member, Nominee Director	1	1

**3. Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:**

The web-link for Composition of CSR committee, CSR Policy and CSR Projects are given below:

- CSR Committee: <https://www.finopaytech.com/who-we-are/board-of-directors/>
- CSR Policy: <https://www.finopaytech.com/code-policies/>
- CSR Projects: Not Applicable for F.Y. 2024-25.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable
6. Average net profit/(loss) of the Company as per Section 135(5): (₹3,045.96 lakhs)
7.
  - a. Two percent of average net profit of the Company as per Section 135(5): Nil
  - b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
  - c. Amount required to be set off for the financial year, if any: Nil
  - d. Total CSR obligation for the financial year (7a+7b-7c): Nil
8.
  - a. CSR amount spent or unspent for the financial year: Nil
  - b. Details of CSR amount spent against ongoing projects for the financial year: Nil
  - c. Details of CSR amount spent against other than ongoing projects for the financial year: Nil
  - d. Amount spent in Administrative Overheads: Nil
  - e. Amount spent on Impact Assessment, if applicable: Nil
  - f. Total amount spent for the financial year (8b+8c+8d): Nil
  - g. Excess amount for set-off, if any: Nil
9.
  - a. Details of Unspent CSR amount for the preceding three financial years: Nil
  - b. Details of CSR amount spent in the financial year for ongoing projects of the preceding three financial years: Nil
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):
  - a. Date of creation or acquisition of the capital asset(s): Not Applicable
  - b. Amount of CSR spent for creation or acquisition of capital asset: Nil
  - c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
  - d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For and on behalf of CSR Committee

**Date:** August 21, 2025  
**Place:** Navi Mumbai

**Apurva Joshi**  
Chairperson and Independent Director  
DIN: 06608172

**Amit Kumar Jain**  
Whole-time Director  
DIN: 08353693

**Form No. MR-3**  
**Secretarial Audit Report**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]  
**For the Financial Year Ended March 31, 2025**

To,  
The Members,  
**FINO PAYTECH LIMITED**  
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.

Dear Members,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FINO PAYTECH LIMITED** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder **(NA)**;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (Overseas Direct Investment and External Commercial borrowings were not applicable to the company during Audit Period).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') **were not applicable** to the Company for the financial year under review:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018;
  - d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021



- e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) During the Audit period no other specific laws were applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India.
- b. The Company being unlisted public Company, there is no Listing Agreement entered into by the Company with any Stock Exchange(s) and hence the same is not applicable to the Company.

We have relied on the compliance certificates issued by Company's officers and placed before the Board of Directors at their meeting(s) for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. There are no major head / groups of Acts, Laws and Regulations as specifically applicable to the Company except for general laws. For tax laws and compliance with applicable accounting standards we have relied on the Audit report issued by the Statutory Auditors of the Company.

**We further report that** the Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

*For certain duration of the financial year 2024-25, there was delay in filling up the vacancy in the office of Chief Financial Officer. However, as on March 31, 2025 the Company is compliant with the requirements of appointing Chief Financial Officer as prescribed under Companies Act, 2013 read with rules made thereunder.*

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and for meeting convened under shorter notice, were in compliance with section 173(3) of the Companies Act, 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the no specific event took place.

**For DM & Associates Company Secretaries LLP  
Company Secretaries  
ICSI Unique Code L2017MH003500**

**Dinesh Kumar Deora  
Senior Partner  
FCS NO 5683  
C P NO 4119  
UDIN: F005683G000885793**

Place: Mumbai  
Date: July 29, 2025

**Note: This report is to be read with our letter of even date that is annexed as Annexure - I and forms an integral part of this report.**

## **ANNEXURE - I**

**To**  
**The Members,**  
**FINO PAYTECH LIMITED**  
Mindspace Juinagar, 9th Floor,  
Plot No. Gen 2/1/F, Tower 1,  
TTC Industrial Area, MIDC Shirwane,  
Juinagar, Navi Mumbai  
Thane – 400706

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provides a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For DM & Associates Company Secretaries LLP**  
**Company Secretaries**  
**ICSI Unique Code L2017MH003500**

**Dinesh Kumar Deora**  
**Senior Partner**  
**FCS NO 5683**  
**C P NO 4119**  
**UDIN: F005683G000885793**

Place: Mumbai  
Date: July 29, 2025

## **Fino PayTech Limited**

Financial Statements  
together with Auditors' Report  
for the year ended March 31, 2025

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members of FINO PayTech Limited**

#### **Report on the Audit of the Standalone Financial Statements**

##### **Opinion**

We have audited the Standalone Financial Statements of **FINO PayTech Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended on that date, and notes to the Standalone Financial Statements, including material accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit (including other comprehensive income), Changes in Equity and its Cash Flows for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

##### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the Financial Statements and our Auditor's Report thereon. The Company's Annual Report which is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under applicable laws and regulations.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal

financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effects of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in Internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.



- d. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial position in its Standalone Financial Statements - Refer Note 42 to the Standalone Financial Statement.
  - ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2025 for which there were any material foreseeable losses. And
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 41(i), no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 41(i), no funds have been received by the Company from any persons/ entities, including foreign entities, that the Company has directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The Company has not declared and paid dividend during the year.
  - vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year

ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

3. With respect to the matter to be included in the auditor's report under section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Act.

**For A P Sanzgiri & Co**

Chartered Accountants

Firm Registration Number: 116293W

**Abhijit Sanzgiri**

Partner

Membership Number: 043230

UDIN: 25043230BMIRYQ8305

Place: Mumbai

Date: July 24, 2025

## **Annexure “A” to the Independent Auditor’s Report**

[Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditors’ Report]

### **i. Property, Plant, Equipment and Intangible Assets**

- a. (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment, Capital work in progress and relevant details of right of use asset.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- b. The Company has a regular programme of physical verification of its Property, Plant and Equipment (PPE) by which all the property, plant and equipment are verified in a period of two years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. As verification was not carried out during the current year, accordingly, no material discrepancies were identified.
- c. According to the information and explanations given to us, there are no immovable properties, and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company.
- d. According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use Asset) and its Intangible assets during the year ended March 31, 2025. Accordingly, the requirement under paragraph 3(i)(d) of the Order is not applicable to the Company.
- e. According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i)(e) of the Order are not applicable to the Company.

### **ii.**

- a. As per information and explanations given to us, physical verification of Inventory has been carried out by the Management in the last year in accordance with the phased programme of verification of all inventory once in two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory
  - b. According to the information and explanations given to us, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. According to the information and explanation provided to us and on the basis of our examination of the records of the Company, the Company has not made investment in, provided any guarantee or security or granted any loans in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Hence the requirement under clause 3(iii) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in

whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed there under. Accordingly, the requirements stated in paragraph 3(v) are not applicable.
- vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.
- vii.
  - a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess have generally been regularly deposited with the appropriate authorities.
  - b. According to the information and explanations given to us, undisputed dues in respect of provident fund were outstanding, at the year end, for a period of more than six months from the date they became payable.

As at March 31, 2025, the outstanding statutory dues amounting to Rs. 0.71 Lakhs related to Provident Fund have been outstanding for more than six months from the date they became payable.

- c. According to the information and explanation given to us and on the basis of our examination of records of the Company, the outstanding dues of Income-Tax, Value Added Tax on account of any dispute, are as follows:

<b>Name of the Statue</b>	<b>Period Which to the Amount relates</b>	<b>Amount Rs. in Lakhs</b>	<b>Deposit under protest. Rs. in Lakhs</b>	<b>Forum where deposit is pending</b>
UP VAT Act	FY 2009-10	54.61	48.88	Sales Tax Appellate Tribunal
UP VAT Act	FY 2011-12	61.30	30.86	Sales Tax Appellate Tribunal
Gujarat VAT Act	FY 2011-12	1.45	Nil	Commissioner (Appeals)
UP VAT Act	FY 2012-13	109.30	38.95	Sales Tax Appellate Tribunal
UP VAT Act	FY 2013-14	26.58	Nil	Sales Tax Appellate Tribunal
UP VAT Act	FY 2014-15	20.64	Nil	Sales Tax Appellate Tribunal
Income Tax	AY 2014-15	66.15	Nil	CIT(A)
UP VAT Act	FY 2015-16	2.20	Nil	Sales Tax Appellate Tribunal

Income Tax	AY 2018-19	2,043.43	Nil	CIT (Appeals)
Service Tax	FY 2015-17	1701.33	63.80	CESTAT

viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.

ix.

- a. According to the information and explanations given to us and on the basis of examination of records of the Company, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- b. According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. In our opinion and according to the information explanation provided to us by the Management, the Company has not obtained any term loans. Accordingly, the provision stated in paragraph 3(ix)(c) of the Order is not applicable to the Company.
- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- e. According to the information explanation given to us and on the basis of our examination of the records of the Company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures during the year ended March 31, 2025.
- f. According to the information and explanations given to us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. The Company does not hold any investment in any associate or joint venture during the year ended March 31, 2025.

x.

- a. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- b. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.

xi.

- a. During the course of our examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality

outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.

- b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government
  - c. As represented by the Management, the Company has not received any whistle blower complaints during the year. Accordingly, the provision stated in paragraph (xi) (c) of the Order is not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- xiv.
- a. In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business as required under the provisions of Section 138 of the Act.
  - b. We have considered internal audit reports of the Company issued till date for the period under audit.
- xv. According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of Section 192 of the Act are not applicable to the Company.
- xvi.
- a. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a) (b) and (c) of the Order are not applicable to the Company.
  - b. Based on the information and explanations given to us and as represented by the Management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- xvii. Based on the overall review of the standalone financial statements, No cash losses during the current financial year and in immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanation given to us and based on our examination of financial ratios, ageing and expected date of realisation of financial assets and payment of liabilities, other information accompanying the Standalone Financial Statement, our knowledge of the plans of the

Board of Directors and Management plans based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. According to the information and explanation given to us, the provisions of section 135 of the Act are applicable to the company. However, company has incurred average net loss during the three immediately preceding financial year. Therefore, the company was not required to spend any amount towards CSR during the current financial year. Accordingly, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements of the Company.

**For A P Sanzgiri & Co**

Chartered Accountants

Firm Registration Number: 116293W

**Abhijit Sanzgiri**

Partner

Membership Number: 043230

UDIN: 25043230BMIRYQ8305

Place: Mumbai

Date: July 24, 2025

## **Annexure “B” to Independent Auditors Report**

(Referred to in paragraph 1(f) under “Other Legal and Regulatory Requirement” in the Independent Auditor’s Report)

### **Report on Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“The Act”)**

#### **Opinion**

We have audited the internal financial controls with reference to Standalone Financial Statements of FINO PayTech Limited (“the Company”) as of March 31, 2025, in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

#### **Management’s and Board of Director’s Responsibility for Internal Financial Controls**

The Company’s Management and Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the “Guidance Note”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to Standalone Financial Statements.



## **Meaning of Internal Financial Controls with Reference to Standalone Financial Statements**

A Company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

## **Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2025, based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

## **For A P Sanzgiri & Co**

Chartered Accountants

Firm Registration Number: 116293W

## **Abhijit Sanzgiri**

Partner

Membership Number: 043230

UDIN: 25043230BMIRYQ8305

Place: Mumbai

Date: July 24, 2025

# FINO PayTech Limited

## Standalone balance sheet

As at 31 March 2025

(Currency: Indian Rupees in lakhs)

	Notes	31 March 2025	31 March 2024
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	2	497.66	576.39
(b) Right-of-use assets	35	517.72	664.09
(c) Other intangible assets	3	1.94	3.56
(d) Financial assets			
(i) Investments	4	37,081.53	37,214.94
(ii) Other financial assets	5	2,707.62	3,743.63
(e) Deferred tax assets (net)	37	572.11	620.80
(f) Other non-current assets	6	235.57	183.66
<b>Total non-current assets</b>		<b>41,614.14</b>	<b>43,007.07</b>
<b>(2) Current assets</b>			
(a) Inventories	7	74.54	28.44
(b) Financial assets			
(i) Trade receivables	8	186.73	296.19
(ii) Cash and cash equivalents	9	192.80	562.35
(iii) Bank balances other than cash and cash equivalents above	10	5,264.95	3,331.12
(iv) Other financial assets	11	161.39	151.67
(c) Other current assets	12	1,123.63	1,228.75
<b>Total current assets</b>		<b>7,004.04</b>	<b>5,598.52</b>
<b>TOTAL ASSETS</b>		<b>48,618.18</b>	<b>48,605.60</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	13	10,478.66	10,478.39
(b) Instruments entirely in nature of equity		2,278.86	2,278.86
(c) Other equity	14	31,739.16	31,550.79
<b>Total equity</b>		<b>44,496.68</b>	<b>44,308.04</b>
<b>(2) Liabilities</b>			
<b>(A) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Lease liabilities	15	424.88	569.93
(b) Provisions	16	291.36	263.44
(c) Other non-current liabilities	17	-	0.32
<b>Total non-current liabilities</b>		<b>716.24</b>	<b>833.69</b>
<b>(B) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	18	-	19.56
(ii) Trade payables	19		
Due to micro and small enterprises		0.04	3.37
Due to other than micro and small enterprises		91.89	318.86
(iii) Lease liabilities	20	145.05	164.71
(iv) Other financial liabilities	21	115.01	139.88
(b) Other current liabilities	22	18.92	35.34
(c) Provisions	23	245.93	247.68
(d) Current tax liabilities (net)	37	2,788.42	2,534.48
<b>Total current liabilities</b>		<b>3,405.25</b>	<b>3,463.87</b>
<b>Total liabilities</b>		<b>4,121.50</b>	<b>4,297.56</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>48,618.18</b>	<b>48,605.60</b>

Notes to the financial statements

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The accompanying notes to accounts form an integral part of the standalone financial statements.

As per our report of even date attached.

**For A P Sanzgiri & Co**  
Chartered Accountants  
Firm's Registration Number : 116293W

**For and on behalf of the Board of Directors of**  
**Fino PayTech Limited**

**Abhijit Sanzgiri**  
Partner  
Membership Number : 043230

**Mr. Rajeev Deoras**  
Non-executive Chairman  
and Independent Director  
DIN: 02879519  
Place: Mumbai  
Date: 24 July 2025

**Mr. Amit Kumar Jain**  
Whole-time Director  
DIN: 08353693  
Place: Navi Mumbai  
Date: 24 July 2025

**Date : 24 July 2025**  
**Navi Mumbai**

**Mr. Suresh Balasubramanian**  
Chief financial Officer  
Place: Navi Mumbai  
Date: 24 July 2025

**Mr. Suraj Gujja**  
Company Secretary  
Memb. No: A49812  
Place: Navi Mumbai  
Date: 24 July 2025

# FINO PayTech Limited

## Standalone statement of profit and loss

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>Revenue</b>			
I. Revenue from operations	24	993.57	1,232.80
II. Other income	25	945.27	782.81
<b>III. Total income ( I + II )</b>		<b>1,938.84</b>	<b>2,015.61</b>
<b>Expenses</b>			
Purchase of goods and services	26	572.49	595.77
Changes in inventories of finished goods, work-in-progress and stock-in-trade	27	(46.11)	20.15
Employee benefits expenses	28	339.64	276.42
Finance costs	29	69.38	114.00
Depreciation and amortization expenses	2,3,35	226.72	260.36
Other expenses	30	357.68	1,587.94
<b>Total expenses (IV)</b>		<b>1,519.80</b>	<b>2,854.64</b>
<b>V. Profit / (Loss) before tax (III - IV)</b>		<b>419.04</b>	<b>(839.03)</b>
<b>VI. Tax expense:</b>			
1. Current tax	37	41.14	31.51
2. (Excess)/Short provision of tax relating to earlier years		-	(111.61)
3. Deferred tax		72.53	(34.60)
<b>Total tax expenses (VI)</b>		<b>113.67</b>	<b>(114.70)</b>
<b>VII. Profit / (Loss) for the period (V - VI)</b>		<b>305.37</b>	<b>(724.33)</b>
<b>VIII. Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurement gain/(loss) on defined benefits		(7.04)	0.11
Change in fair value of FVOCI instrument		(135.87)	-
Income tax related to items that will not be reclassified to profit or loss		23.83	-
		<b>(119.07)</b>	<b>0.11</b>
<b>Other comprehensive income (net of tax)</b>		<b>(119.07)</b>	<b>0.11</b>
<b>IX. Total comprehensive income for the year (VII + VIII)</b>		<b>186.30</b>	<b>(724.23)</b>
<b>X. Earnings per equity share</b>	36		
1. Basic earnings per share		0.29	(0.69)
2. Diluted earnings per share		0.24	(0.69)

Notes to the financial statements

1-49

The accompanying notes to accounts form an integral part of the standalone financial statements.

As per our report of even date attached.

**For A P Sanzgiri & Co**

*Chartered Accountants*

Firm's Registration Number : 116293W

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

**Fino PayTech Limited**

**Abhijit Sanzgiri**

*Partner*

Membership Number : 043230

**Mr. Rajeev Deoras**

*Non-executive Chairman  
and Independent Director*

DIN: 02879519

Place: Mumbai

Date: 24 July 2025

**Mr. Amit Kumar Jain**

*Whole-time Director*

DIN: 08353693

Place: Navi Mumbai

Date: 24 July 2025

**Date : 24 July 2025**

**Navi Mumbai**

**Mr. Suresh Balasubramanian**

*Chief financial Officer*

Place: Navi Mumbai

Date: 24 July 2025

**Mr. Suraj Gujja**

*Company Secretary*

Memb. No: A49812

Place: Navi Mumbai

Date: 24 July 2025

**Standalone statement of cash flows***For the year ended 31 March 2025*

(Currency: Indian Rupees in lakhs)

	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>A. Cash flows from operating activities</b>		
Profit / (loss) from for the period	419.04	(839.03)
<b>Profit / (loss) before tax</b>	<b>419.04</b>	<b>(839.03)</b>
<b>Adjustments for :</b>		
Depreciation / amortisation	226.72	260.36
ESOP expense	-	0.79
Other liabilities written back	(18.36)	-
Provision (Write back) for doubtful debts and assets	(261.35)	277.94
ECL on security deposit written (back)/ off	(12.72)	26.67
Creditors written back	(186.83)	-
Provision for diminution of investments	(2.45)	600.71
Bad Debts	302.62	-
Interest expense	69.38	114.00
Interest income	(592.59)	(368.08)
Fair valuation of equity instrument	-	-
Provision for litigation	-	-
<b>Operating profit before working capital changes</b>	<b>(56.53)</b>	<b>73.36</b>
<b>Working capital adjustments:</b>		
(Increase) / Decrease in non-current financial assets - others	(5.91)	(1.96)
(Increase) / Decrease in other non-current assets	(51.91)	159.11
(Increase)/ Decrease in inventories	(46.10)	20.15
(Increase) / Decrease in trade receivables	107.22	1.76
(Increase) / Decrease in other current financial assets	(4.73)	(162.87)
(Increase) / Decrease in other current assets	68.46	(93.28)
Increase / (Decrease) in other non-current liabilities	(0.32)	(2.24)
Increase / (Decrease) in trade payables	(43.47)	(208.22)
Increase / (Decrease) in other current financial liabilities	(24.87)	(7.48)
Increase / (Decrease) in other current liabilities	0.23	(8.51)
Increase / (Decrease) in provisions	19.14	152.10
<b>Cash generated from operating activities</b>	<b>(38.80)</b>	<b>(78.09)</b>
Income tax (paid) / refund	212.80	3,024.36
<b>Net Cash generated from operating activities (A)</b>	<b>174.00</b>	<b>2,946.28</b>
<b>B. Cash flows from investing activities</b>		
Acquisition of property, plant and equipment/CWIP	-	(181.47)
Proceeds from fixed deposits	(884.83)	(2,205.49)
Acquisition of non-current investments	-	(602.55)
Interest received	592.59	368.08
<b>Net cash generated from/ (used in) investing activities (B)</b>	<b>(292.24)</b>	<b>(2,621.44)</b>

**Standalone statement of cash flows***For the year ended 31 March 2025*

(Currency: Indian Rupees in lakhs)

	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>C. Cash flows from financing activities</b>		
Proceeds from issue of equity share capital	2.33	72.57
Repayment of short-term borrowings	(19.56)	(17.60)
Interest paid	(69.38)	(114.00)
Principal repayment of lease liabilities	(164.71)	(168.50)
<b>Net cash (used in) financing activities (C)</b>	<b>(251.32)</b>	<b>(227.53)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A + B + C)</b>	<b>(369.56)</b>	<b>97.31</b>
Cash and cash equivalents at the beginning of the year	562.35	465.04
<b>Cash and cash equivalents at the end of the year</b>	<b>192.80</b>	<b>562.35</b>
<b>Cash and cash equivalents</b>		
Cash on hand and balances with banks	192.80	562.35
Closing balances of Fixed deposit (more than 3 months but less than 12 months)	-	-
Other bank balances	-	-
<b>Cash and cash equivalents</b>	<b>192.80</b>	<b>562.35</b>

Notes to the financial statements

**1-49**

The accompanying notes to accounts form an integral part of the standalone financial statements.

As per our report of even date attached.

**For A P Sanzgiri & Co***Chartered Accountants*

Firm's Registration Number : 116293W

**For and on behalf of the Board of Directors of****Fino PayTech Limited****Abhijit Sanzgiri***Partner*

Membership Number : 043230

**Mr. Rajeev Deoras***Non-executive Chairman  
and Independent Director**DIN: 02879519*

Place: Mumbai

Date: 24 July 2025

**Mr. Amit Kumar Jain***Whole-time Director**DIN: 08353693*

Place: Navi Mumbai

Date: 24 July 2025

**Date : 24 July 2025****Navi Mumbai****Mr. Suresh Balasubramanian***Chief financial Officer*

Place: Navi Mumbai

Date: 24 July 2025

**Mr. Suraj Gujja***Company Secretary**Memb. No: A49812*

Place: Navi Mumbai

Date: 24 July 2025

## FINO PayTech Limited

### Standalone statement of changes in equity

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

(a) Equity share capital	31 March 2025		31 March 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	10,47,83,859	10,478.39	10,46,20,402	10,462.04
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	10,47,83,859	10,478.39	10,46,20,402	10,462.04
Equity shares issued during the year pursuant to exercise of ESOPs	2,695	0.27	1,63,457	16.35
Balance at the end of the reporting period	10,47,86,554	10,478.66	10,47,83,859	10,478.39
Fully convertible preference shares (Series A,B,C)	No. of Shares		No. of Shares	
	Amount		Amount	
Balance at the beginning of the reporting period	2,27,88,561	2,278.86	2,27,88,561	2,278.86
Changes in preference share capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	2,27,88,561	2,278.86	2,27,88,561	2,278.86
Preference shares bought back during the year	-	-	-	-
Balance at the end of the reporting period	2,27,88,561	2,278.86	2,27,88,561	2,278.86

(b) Other equity	Reserves & Surplus			Capital redemption reserve	Equity investments through other comprehensive income	Total
	Retained Earnings	ESOP Reserve	Securities Premium			
<b>Balance as at 01 April 2023</b>	(23,495.66)	709.02	54,372.92	582.94	17.93	32,187.16
Total comprehensive income for the year ended 31 March 2024						
Profit/ (Loss) for the period	(724.33)	-	-	-	-	(724.33)
Other comprehensive income (net of tax)						
- Remeasurements of defined benefit liability / (asset)	0.11	-	-	-	-	0.11
- Change in fair value of FVOCI instrument	-	-	-	-	-	-
Total comprehensive income	(724.22)	-	-	-	-	(724.23)
ESOP expense recognised under fair value approach	-	0.79	-	-	-	0.79
Deemed investment in subsidiary recognised through retained earnings	-	30.84	-	-	-	30.84
Premium on ESOP's exercised	-	(1.22)	57.45	-	-	56.23
<b>Balance as at 31 March 2024</b>	(24,219.88)	739.44	54,430.37	582.94	17.93	31,550.79
<b>Balance as at 01 April 2024</b>	(24,219.88)	739.44	54,430.37	582.94	17.93	31,550.79
Total comprehensive income for the year ended 31 March 2025						
Profit/ (Loss) for the period	305.37	-	-	-	-	305.37
Other comprehensive income (net of tax)						
- Remeasurements of defined benefit liability / (asset)	(5.27)	-	-	-	-	(5.27)
- Change in fair value of FVOCI instrument	-	-	-	-	(113.80)	(113.80)
Total comprehensive income	300.10	-	-	-	(113.80)	186.30
Premium on ESOP's exercised	-	(0.18)	2.24	-	-	2.06
Effect of options lapsed after vesting	23.59	(23.59)	-	-	-	0.00
<b>Balance as at 31 March 2025</b>	(23,896.19)	715.67	54,432.61	582.94	(95.87)	31,739.16

## FINO PayTech Limited

### Standalone statement of changes in equity

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

#### 1) Securities premium

Securities premium is used to record the premium on issue of shares. It is utilised in accordance with the provisions of Section 52 of the Companies Act 2013.

#### 2) ESOP reserve

ESOP reserve is used to recognise the grant date fair value of options issued to employees under the employee stock option plan which are unvested as on the reporting date.

#### 3) Equity investments through other comprehensive income (FVOCI)

The company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

#### 4) Capital redemption reserve

Capital redemption reserve is created on account of redemption of preference shares in the past financial years.

Notes to the financial statements

1-49

The accompanying notes to accounts form an integral part of the standalone financial statements.

As per our report of even date attached.

**For A P Sanzgiri & Co**

*Chartered Accountants*

Firm's Registration Number : 116293W

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

**Fino PayTech Limited**

**Abhijit Sanzgiri**

*Partner*

Membership Number : 043230

**Mr. Rajeev Deoras**

*Non-executive Chairman  
and Independent Director*

*DIN: 02879519*

Place: Mumbai

Date: 24 July 2025

**Mr. Amit Kumar Jain**

*Whole-time Director*

*DIN: 08353693*

Place: Navi Mumbai

Date: 24 July 2025

**Date : 24 July 2025**

**Navi Mumbai**

**Mr. Suresh Balasubramanian**

*Chief financial Officer*

Place: Navi Mumbai

Date: 24 July 2025

**Mr. Suraj Guja**

*Company Secretary*

Memb. No: A49812

Place: Navi Mumbai

Date: 24 July 2025

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 2 Property, plant and equipment

#### A. Reconciliation of carrying amount

PARTICULARS	Leasehold improvements	Computers / hardware	Owned Assets Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total
<u>Year ended 31 March 2024</u>							
Gross block							
Opening gross block	323.39	1,247.61	466.55	41.62	14.61	277.07	2,370.85
Additions	19.32	162.00	-	-	-	0.16	181.47
Disposals	-	-	-	-	-	-	-
Closing gross block	342.71	1,409.61	466.55	41.62	14.61	277.23	2,552.32
Accumulated depreciation							
Opening accumulated depreciation	310.54	933.21	309.19	34.50	14.28	250.21	1,851.93
Depreciation charge during the year	4.18	118.33	-	0.38	-	1.07	123.97
Disposals	-	-	-	-	-	-	-
Closing accumulated depreciation	314.73	1,051.54	309.19	34.88	14.28	251.28	1,975.91
Net block	27.97	358.07	157.36	6.74	0.32	25.94	576.38
<u>Year ended 31 March 2025</u>							
Gross block							
Opening gross block	342.71	1,409.61	466.55	41.62	14.61	277.23	2,552.32
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Closing gross block	342.71	1,409.61	466.55	41.62	14.61	277.24	2,552.33
Accumulated depreciation							
Opening accumulated depreciation	314.73	1,051.54	309.19	34.88	14.28	251.28	1,975.91
Depreciation charge during the year	7.21	71.14	-	0.26	-	0.15	78.76
Closing accumulated depreciation	321.94	1,122.68	309.19	35.14	14.28	251.43	2,054.66
Net block	20.77	286.93	157.36	6.48	0.32	25.80	497.66



## FINO PayTech Limited

### Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

#### 3 Other intangible assets

P A R T I C U L A R S	GROSS BLOCK			ACCUMULATED AMORTIZATION				NET BLOCK		
	Balance at 01 April 2024	Additions	Disposals	Balance at 31 March 2025	Balance at 01 April 2024	Charge for the year	Eliminated on disposal of assets	Balance at 31 March 2025	Balance at 31 March 2025	Balance at 31 March 2024
Computer Software	660.12	-	-	660.12	656.56	1.63	-	658.18	1.94	3.56
<b>TOTAL</b>	<b>660.12</b>	<b>-</b>	<b>-</b>	<b>660.12</b>	<b>656.56</b>	<b>1.63</b>	<b>-</b>	<b>658.18</b>	<b>1.94</b>	<b>3.56</b>

P A R T I C U L A R S	GROSS BLOCK			ACCUMULATED AMORTIZATION				NET BLOCK		
	Balance at 01 April 2023	Additions	Disposals	Balance at 31 March 2024	Balance at 01 April 2023	Charge for the year	Eliminated on disposal of assets	Balance at 31 March 2024	Balance at 31 March 2024	Balance at 01 April 2023
Computer Software	660.12	-	-	660.12	654.42	2.14	-	656.56	3.56	5.70
<b>TOTAL</b>	<b>660.12</b>	<b>-</b>	<b>-</b>	<b>660.12</b>	<b>654.42</b>	<b>2.14</b>	<b>-</b>	<b>656.56</b>	<b>3.56</b>	<b>5.70</b>

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

4 Non-current investments	31 March 2025	31 March 2024
<b>Investments in subsidiary companies - equity instruments</b>		
<b>Unquoted Investments carried at cost</b>		
50,000 (31 March 2024 : 50,000) Equity shares of Rs. 10 each fully paid up of Fino Trusteeship Services Limited *	5.00	5.00
47,576,806 (31 March 2024 : 47,576,806) Equity shares of Rs. 10 each fully paid up of FFPL Finserv Private Limited (Formerly known as Fino Finance Private Limited)	19,524.09	19,524.09
10,000 (31 March 2024 : 10,000) Equity shares of Rs. 10 each fully paid up of Fino Financial Services Private Limited **	1.00	1.00
Less: Provision for other than temporary impairment ***	(19,525.09)	(19,527.54)
<b>Quoted Investments carried at cost</b>		
62,411,997 (31 March 2024 : 62,411,997) Equity shares of Rs. 10 each fully paid up of Fino Payments Bank Limited ****	36,013.36	36,013.36
<b>Investment carried at fair value through other comprehensive income (FVTOCI)- equity instruments</b>		
3,030 (31 March 2024 : 3,030) shares of Rs. 10 each fully paid up in TAP Smart Data Information Services Pvt.Ltd	136.35	272.22
<b>Deemed investment in subsidiary #</b>		
FFPL Finserv Private Limited (Formerly known as Fino Finance Private Limited)	232.75	232.75
Fino Payments Bank Limited	926.81	926.81
Less: Provision for other than temporary impairment	(232.75)	(232.75)
<b>Total</b>	<b>37,081.53</b>	<b>37,214.94</b>
(a) Aggregate amount of unquoted investments	20,826.00	20,961.86
(b) Aggregate amount of quoted investments	36,013.36	36,013.36
(c) Aggregate amount of impairment in value of investments	(19,757.83)	(19,760.28)

\* 1 (one) share is held by Vinod Kumar B, Pratima Pinto, Shailesh Pandey, Tejas Maniar, Ashish Ahuja and Amit Kumar Jain each as Nominee Shareholders of Fino PayTech Limited.

\*\* 1 (one) share is held by Mr. Rishi Gupta as Nominee Shareholder of Fino PayTech Limited

\*\*\* The Company has fully impaired its investment in FFPL Finserv Private Limited (Formerly known as Fino Fainance Private Limited) and Fino Financial Services Private Limited as on March 2025.

# Deemed investments represents investment in relation to ESOPs and Corporate Guarantee. The Company has impaired 100% of investment in FFPL Finserv Private Limited.

\*\*\*\* 2 (two) shares are held by Rishi Gupta, Rajeev Arora, Vipr Raj Bharadwaj, Amit Kumar Jain, Ashish Ahuja and Shailesh Pandey each as Nominee Shareholders of Fino PayTech Limited.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

5 Other financial assets	31 March 2025	31 March 2024
<b>Unsecured, considered good</b>		
Security deposits	230.53	217.54
<b>Unsecured, considered doubtful</b>		
Security deposits	18.02	25.10
Less: Allowance for doubtful deposit	(18.02)	(25.10)
Deposits with banks (maturing after 12 months from the reporting date)*	2,477.09	3,526.09
Less: Allowance for bank balances other than cash and cash equivalents	-	-
<b>Total</b>	<b>2,707.62</b>	<b>3,743.63</b>

\* Represents deposits of Rs. 0.28 lakhs (Previous year : 0.28 lakhs ) provided against the pending litigations under Value Added Tax Act and sales tax registration purpose.

6 Other non-current assets	31 March 2025	31 March 2024
Deposits with Government Authorities	230.96	167.16
Prepaid expenses	4.61	16.49
<b>Total</b>	<b>235.57</b>	<b>183.66</b>

7 Inventories	31 March 2025	31 March 2024
Stock-in-trade	74.54	28.44
Less : Impairment of inventories	-	-
<b>Total</b>	<b>74.54</b>	<b>28.44</b>

8 Trade receivables	31 March 2025	31 March 2024
<b>Trade receivables</b>		
Unsecured considered good	186.73	296.19
Unsecured, considered doubtful	628.09	890.10
Less: Allowance for doubtful debts	(628.09)	(890.10)
<b>Total</b>	<b>186.73</b>	<b>296.19</b>

Of the above, trade receivables from related parties are as below:

Total trade receivables from related parties (Refer Note 38)	139.33	116.10
Less: Allowance for doubtful debts	-	-
<b>Total</b>	<b>139.33</b>	<b>116.10</b>

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

Ageing of trade receivables		31 March 2025	31 March 2024
(i) Undisputed trade receivables – considered good			
Less than 6 months		186.73	296.19
6 months - 1 year		-	-
1-2 years		-	-
2-3 years		-	-
More than 3 years		-	-
		<b>186.73</b>	<b>296.19</b>
(ii) Undisputed trade receivables – credit impaired			
Less than 6 months		-	-
6 months - 1 year		5.30	0.96
1-2 years		47.30	46.74
2-3 years		83.40	197.63
More than 3 years		492.09	644.77
		<b>628.09</b>	<b>890.10</b>
<b>Less: Allowance for doubtful debts</b>		(628.09)	(890.10)
<b>Total</b>		<b>186.73</b>	<b>296.19</b>
<b>9 Cash and cash equivalents</b>		<b>31 March 2025</b>	<b>31 March 2024</b>
Balance with banks :			
In current account		192.80	562.35
<b>Total</b>		<b>192.80</b>	<b>562.35</b>
<b>10 Bank balances other than cash and cash equivalents</b>		<b>31 March 2025</b>	<b>31 March 2024</b>
Deposits with banks**		5,264.95	3,331.12
<b>Total</b>		<b>5,264.95</b>	<b>3,331.12</b>
** Represents deposits of Rs. 155.26 lakhs (Previous year Rs. 219.65 lakhs) provided against the pending litigations under Value Added Tax Act and other matters.			
A performance guarantee in favour of customers amounting to Rs. 289.96 lakhs (Previous year : Rs. 289.96 lakhs) has been issued against 100% lien marked on fixed deposits placed with banks.			
<b>11 Other financial assets</b>		<b>31 March 2025</b>	<b>31 March 2024</b>
<b>Unsecured, considered good</b>			
Security deposits		155.80	151.67
<b>Unsecured, considered doubtful</b>			
Security deposits		11.86	17.50
Less: Allowance for doubtful deposit		(11.86)	(17.50)
Receivable from subsidiary		10.67	4.43
Less : Provision		(5.09)	(4.43)
<b>Total</b>		<b>161.39</b>	<b>151.67</b>

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

<b>12 Other current assets</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
<b>Unsecured, considered good</b>		
Prepaid expenses	32.49	82.82
Advances to employees	1.51	1.95
Advance to supplier for goods / services	45.75	146.81
Statutory dues receivable	1,043.88	997.16
<b>Total</b>	<b>1,123.63</b>	<b>1,228.75</b>
<b>14 Other equity</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
<b>Reserves and surplus</b>		
Securities premium	54,432.61	54,430.37
Share based payments reserves	715.67	739.44
Retained earnings	(23,896.19)	(24,219.88)
Equity investments through other comprehensive income	(95.87)	17.93
Capital Redemption Reserve	582.94	582.94
<b>Total</b>	<b>31,739.16</b>	<b>31,550.79</b>
<b>Securities premium</b>		
Opening balance	54,430.37	54,372.92
Additions during the year	2.24	57.45
Shares bought back during the year	-	-
<b>Closing balance</b>	<b>54,432.61</b>	<b>54,430.37</b>
<b>Share based payments reserve</b>		
Opening balance	739.44	709.02
Changes during the year	(23.77)	30.41
<b>Closing balance</b>	<b>715.67</b>	<b>739.44</b>
<b>Retained earnings</b>		
Opening balance	(24,219.88)	(23,495.66)
Net profit/(loss) for the year	305.37	(724.33)
Remeasurement gain/(loss) on defined benefits (net of tax)	(5.27)	0.11
ESOP options lapsed	23.59	-
<b>Closing balance</b>	<b>(23,896.19)</b>	<b>(24,219.88)</b>
<b>Equity investments through other comprehensive</b>		
Opening balance	17.93	17.93
Change in fair value of FVOCI instrument (net of tax)	(113.80)	-
<b>Closing balance</b>	<b>(95.87)</b>	<b>17.93</b>
<b>Capital Redemption Reserve</b>		
Opening balance	582.94	582.94
Additions during the year	-	-
<b>Closing balance</b>	<b>582.94</b>	<b>582.94</b>
	<b>31,739.15</b>	<b>31,550.79</b>

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
<b>15 Non-current financial liabilities - other financial liabilities</b>		
Lease liability	424.88	569.93
	<b>424.88</b>	<b>569.93</b>

	31 March 2025	31 March 2024
<b>16 Non-current liabilities - provisions</b>		
<b>Provision for employee benefits</b>		
Gratuity [Refer note 34]	54.37	28.04
Compensated absences [Refer note 34]	2.35	0.77
<b>Other provision</b>		
Provision for litigation*	234.64	234.64
<b>Total</b>	<b>291.36</b>	<b>263.44</b>

\* During the year ended 31 March 2011, Navi Mumbai Municipal Corporation (NMMC) raised a demand of INR 102.20 lakhs towards cess on purchases within the NMMC jurisdiction and INR 132.00 lakhs in UP VAT Case in FY 23-24.

	31 March 2025	31 March 2024
<b>17 Other non-current liabilities</b>		
Contract liabilities (Refer Note 22)	-	0.32
<b>Total</b>	<b>-</b>	<b>0.32</b>

<b>18 Financial liabilities - borrowings</b>		
<b>Secured</b>		
Loans from banks*	-	19.56
<b>Total</b>	<b>-</b>	<b>19.56</b>

\*FD OD facility is from ICICI Bank Limited

	31 March 2025	31 March 2024
<b>19 Trade payables</b>		
Dues to micro and small enterprises (Refer note 43)	0.04	3.37
Dues to other than micro and small enterprises	91.89	318.86
<b>Total</b>	<b>91.93</b>	<b>322.23</b>

Disclosure of outstanding dues of micro and small enterprise under trade payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the auditors. There is no undisputed amount overdue as on 31 March 2025, to micro and small enterprises on account of principal or interest.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### Ageing of trade payables

(i) MSME		
Less than 1 year	0.04	3.29
1-2 years	-	0.08
2-3 years	-	-
More than 3 years	-	-
	<b>0.04</b>	<b>3.37</b>
(ii) Others		
Less than 1 year	-	34.18
1-2 years	4.86	74.12
2-3 years	60.26	11.67
More than 3 years	26.77	198.89
	<b>91.89</b>	<b>318.86</b>
<b>Total trade payables</b>	<b>91.93</b>	<b>322.23</b>

<b>20 Lease liabilities</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
Lease liability	145.05	164.71
	<b>145.05</b>	<b>164.71</b>
<b>21 Other current financial liabilities</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
Interest accrued but not due on borrowings	-	0.14
Unpaid dividends	7.04	7.04
Security deposits collected from agents	3.85	3.80
Outstanding expenses	104.12	128.90
<b>Total</b>	<b>115.01</b>	<b>139.88</b>
<b>22 Other current liabilities</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
Contract liabilities	0.33	2.23
Other current liabilities	18.59	33.11
<b>Total</b>	<b>18.92</b>	<b>35.34</b>
<b>23 Current liabilities - provisions</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
<b>Provision for employee benefits</b>		
Gratuity (Refer note 34)	8.64	15.23
Bonus payable	36.46	31.13
Compensated absences (Refer note 34)	0.83	1.32
<b>Other provisions :</b>		
Provision for expected loss on first loss default guarantee	200.00	200.00
<b>Total</b>	<b>245.93</b>	<b>247.68</b>

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
<b>13 Share capital</b>		
<b>a Authorised :</b>		
Equity shares of INR 10 each	12,000.00	12,000.00
120,000,000 (31 March 2024 : 120,000,000) equity shares		
Fully convertible preference shares of INR 10 each	5,000.00	5,000.00
50,000,000 (31 March 2024 : 50,000,000) preference shares		
Total	<b>17,000.00</b>	<b>17,000.00</b>
<b>b Issued and subscribed and paid up:</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
10,47,86,554 (31 March 2024 : 10,47,83,859 ) equity shares fully paid up	10,478.66	10,478.39
25,27,566 (31 March 2024 : 25,27,566) 9.00% fully convertible preference shares of class - A fully paid up	252.76	252.76
94,85,691 (31 March 2024 : 94,85,691) 0.005% fully convertible preference shares of class - B fully paid up	948.57	948.57
1,07,75,304 (31 March 2024 : 1,07,75,304) 12.00% fully convertible preference shares of class - C fully paid up	1,077.53	1,077.53
<b>Total</b>	<b>12,757.51</b>	<b>12,757.24</b>
<p>The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated. The Company is not subject to any externally imposed capital requirements.</p> <p>During the year, 2,695 (Two thousand six hundred and ninty five) Equity Shares of face value Rs. 10/- each, were issued during the year pursuant to exercise of ESOPs as approved by the Committee of Directors (Operations) on June 15, 2024.</p>		
<b>c Reconciliation of number of shares outstanding at the beginning and end of the year :</b>		
<b>Equity share :</b>		
Outstanding at the beginning of the year	10,47,83,859	10,46,20,402
Equity Shares issued during the year pursuant to exercise of ESOPs	2,695	1,63,457
Outstanding at the end of the year	<b>10,47,86,554</b>	<b>10,47,83,859</b>
<b>Preference share :</b>		
Outstanding at the beginning of the year	2,27,88,561	2,27,88,561
Preference Shares bought back during the year	-	-
Outstanding at the end of the year	<b>2,27,88,561</b>	<b>2,27,88,561</b>
<b>d Terms / rights attached to each classes of shares</b>		
<b>1. Rights, preferences and restrictions attached</b>		
<p>Equity Shares : The Company has only one class of equity shares having a face value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.</p> <p>The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any is subject to the approval of the shareholders in the ensuing annual general meeting except in case of interim dividend.</p> <p>In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.</p> <p>During the current year as per section 123 of companies act 2013, the Company has not declared any dividend on equity and preference shares as given below (Previous year: Nil)</p> <p>The preference shareholders shall entitled to a minimum guaranteed dividend of 0.001% on the face value of the preference shares in accordance with applicable laws; and the Company shall not, after full payment of past dividend amounts, declare any dividend that is payable only to a select class of shareholders.</p>		



# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### e Shareholders holding more than 5% shares in the company is set out below:

Equity shares	31 March 2025		31 March 2024	
	No. of Shares	% holding	No. of Shares	% holding
Bharat Petroleum Corporation Limited	2,79,91,070	26.71%	2,79,91,070	26.71%
ICICI Prudential Life Insurance Company Ltd.	1,08,33,198	10.34%	1,08,33,198	10.34%
ICICI Bank Limited	94,85,140	9.05%	94,85,140	9.05%
Blackstone GPV Capital Partners (Mauritius) VI-B FDI Li	71,83,536	6.86%	71,83,536	6.86%
HAV 3 Holdings (Mauritius) Limited*	-	0.00%	71,30,737	6.81%
ICICI Lombard General Insurance Company Limited	59,84,658	5.71%	59,84,658	5.71%
International Finance Corporation	62,82,138	6.00%	62,82,138	6.00%

\*During the year, HAV3 Holding (Mauritius) Limited has transferred its entire stake to various buyers including Infinity Alternatives Growth Opportunities Fund 1 and Vivek Mundra

### Fully convertible preference shares

	31 March 2025		31 March 2024	
	No. of Shares	% holding	No. of Shares	% holding
Blackstone GPV Capital Partners (Mauritius) VI-B FDI	1,07,75,304	47.28%	1,07,75,304	47.28%
HAV 3 Holdings (Mauritius) Limited**	-	0.00%	65,00,566	28.53%
International Finance Corporation	29,68,531	13.03%	29,68,531	13.03%
Intel Capital Corporation	25,44,160	11.16%	25,44,160	11.16%
Vivek Mundra**	18,92,100	8.30%	-	0.00%
Infinity Alternatives Growth Opportunities Fund 1**	18,90,000	8.29%	-	0.00%

\*\*During the year, Infinity Alternatives Growth Opportunities Fund 1 and Vivek Mundra had acquired shares from HAV3 Holding (Mauritius) Limited.

### f There are no promoter holding in the company for the year ended 31 March 2025 and 31 March 2024.

### g Shares reserved for issuance under Stock Option Plans of the Company

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, please refer note 33.

### h Terms of conversion of Fully Convertible Preference Shares (FCPS)

FCPS are convertible in equity shares at the option and discretion of the holders at any time into the whole or fractional number of equity shares obtained by dividing issue price of FCPS by the conversion price of INR 37, INR 48.44 and INR 79.87 for series A Preference shares, series B Preference shares and series C Preference shares respectively in accordance with the shareholders agreement. These Preference shares have been issued for the maximum period of 20 years from the date of issue. If any Preference Shares have not been converted on or prior to the expiry of the maximum period, such unconverted Preference Shares shall be compulsorily converted into equity Shares. Below is the issue date and last date for conversion for all the classes of preference shares issued :

Class of Shares	Issue Date	Last date for conversion
Class - A	08 June 2007	07 June 2027
Class - B	03 December 2009	02 December 2029
Class - C	08 July 2011	07 July 2031

### i There is no holding/ultimate holding company of Fino Paytech Limited

### j Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of 5 years immediately preceding the reporting date:

During the FY 2022-23, the Company bought back 47,86,754 equity shares and 10,42,654 preference shares aggregating to 58,29,408 shares for amounting to Rs. 1,24,99,99,959 being 21.92% of the total paid up share capital at Rs. 214.43 per share consisting of face value of Rs. 10 each including at a premium of Rs. 204.43. The equity and preference shares bought back were extinguished on 12 November 2022.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

<b>24 Revenue from operations</b>	<b>For the year ended 31 March 2025</b>	<b>For the year ended 31 March 2024</b>
<b>Sales of goods and services</b>		
Sale of goods	81.29	255.21
Core banking solution services, enrollment income and other services	912.28	977.59
<b>Total</b>	<b>993.57</b>	<b>1,232.80</b>
<b>25 Other income</b>	<b>For the year ended 31 March 2025</b>	<b>For the year ended 31 March 2024</b>
Interest received on financial assets carried at amortised cost		
- Deposits with banks	592.59	368.08
- Others	22.30	202.99
Write back of provision and liabilities	205.18	-
Miscellaneous income, net	125.20	211.74
<b>Total</b>	<b>945.27</b>	<b>782.81</b>
<b>26 Purchase of goods and services</b>	<b>For the year ended 31 March 2025</b>	<b>For the year ended 31 March 2024</b>
Purchase of goods - cards and devices	182.94	147.59
Other direct cost	389.55	448.18
<b>Total</b>	<b>572.49</b>	<b>595.77</b>
<b>27 Changes in inventories of finished goods, work-in-progress and stock</b>	<b>For the year ended 31 March 2025</b>	<b>For the year ended 31 March 2024</b>
<b>Opening stock :</b>		
Traded goods	28.43	48.58
<b>Closing stock:</b>		
Traded goods	74.54	28.43
<b>Changes in inventories:</b>		
<b>Changes in inventories of stock-in-trade and work-in-progress</b>		
Traded goods	(46.11)	20.15
<b>Total</b>	<b>(46.11)</b>	<b>20.15</b>
<b>28 Employee benefit expense</b>	<b>For the year ended 31 March 2025</b>	<b>For the year ended 31 March 2024</b>
Salaries, wages and bonus	307.34	251.75
Contribution to provident fund and other funds	13.63	12.93
Share based expense including option cancellation expense	-	0.79
Staff welfare expenses	18.67	10.95
<b>Total</b>	<b>339.64</b>	<b>276.42</b>
<b>29 Finance costs</b>	<b>For the year ended 31 March 2025</b>	<b>For the year ended 31 March 2024</b>
Interest on borrowings	0.53	18.96
Interest on lease liability	68.85	95.03
<b>Total</b>	<b>69.38</b>	<b>114.00</b>

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

30 Other expenses	For the year ended 31 March 2025	For the year ended 31 March 2024
Repairs and maintenance	44.74	28.97
Rates and taxes	1.42	289.99
Insurance	27.22	26.18
Bank charges	2.38	0.51
Power and fuel	36.33	59.16
Communication	29.05	14.84
Commission and brokerage	-	0.12
Travelling and conveyance	12.80	11.98
Legal and professional	81.55	160.34
Stationery and printing	0.95	0.37
Directors sitting fees	16.00	16.50
Payment to auditors		
- Statutory audit	22.53	16.89
- Tax audit	-	0.75
Bad Debts	302.62	-
Provisions for doubtful trade receivables	(262.01)	273.51
ECL on security deposit written (back) /off	(12.72)	26.67
Provision for diminution of investments	(2.45)	600.71
Advertisement, publicity and sales promotion expenses	0.35	-
Miscellaneous expenses	56.25	56.01
Provision for Loan & Advances	0.66	4.43
<b>Total</b>	<b>357.68</b>	<b>1,587.94</b>

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 31 1. Financial instruments – Fair values and risk management

#### A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 March 2025	Carrying amount		Fair value		
	Amortised Cost	Fair value through other comprehensive income	Total	Level 3	Total
<b>Financial assets measured at fair value</b>					
Investment in unquoted equity instruments	-	136.35	136.35	136.35	136.35
<b>Financial assets measured at amortised cost</b>					
<b>Non current financial assets</b>	-	-	-	-	-
Other financial assets	2,707.62	-	2,707.62	-	-
<b>Current financial assets</b>					
Trade receivables	186.73	-	186.73	-	-
Cash and cash equivalents	192.80	-	192.80	-	-
Other bank balances	5,264.95	-	5,264.95	-	-
Other current financial assets	161.39	-	161.39	-	-
	<b>8,513.49</b>	<b>136.35</b>	<b>8,649.85</b>	<b>136.35</b>	<b>136.35</b>
<b>Financial liabilities measured at amortised cost</b>					
Lease liability	569.93	-	569.93	-	-
Trade payables	91.93	-	91.93	-	-
Other current financial liabilities	115.01	-	115.01	-	-
	<b>776.87</b>	<b>-</b>	<b>776.87</b>	<b>-</b>	<b>-</b>

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 31 1. Financial instruments – Fair values and risk management (Continued)

#### A. Accounting classification and fair values (Continued)

31 March 2024	Carrying amount		Fair value		
	Amortised Cost	Fair value through other comprehensive income	Total	Level 3	Total
<b>Financial assets measured at fair value</b>					
Investment in unquoted equity instruments	-	272.22	272.22	272.22	272.22
<b>Financial assets measured at amortised cost</b>					
<b>Non current financial assets</b>					
Other financial assets	3,743.63	-	3,743.63	-	-
<b>Current financial assets</b>					
Trade receivables	296.19	-	296.19	-	-
Cash and cash equivalents	562.35	-	562.35	-	-
Other bank balances	3,331.12	-	3,331.12	-	-
Other current financial assets	151.67	-	151.67	-	-
	<b>8,084.97</b>	<b>272.22</b>	<b>8,357.19</b>	<b>272.22</b>	<b>272.22</b>
<b>Financial liabilities measured at amortised cost</b>					
Lease liability	734.64	-	734.64	-	-
Current borrowings	19.56	-	19.56	-	-
Trade payables	322.23	-	322.23	-	-
Other current financial liabilities	139.88	-	139.88	-	-
	<b>1,216.31</b>	<b>-</b>	<b>1,216.31</b>	<b>-</b>	<b>-</b>

(1) Assets that are not financial assets such as receivables from statutory authorities, export benefit receivables, prepaid expenses, advances paid, are not included.

(2) Other liabilities that are not financial liabilities such as statutory dues payable, deferred revenue, advances from customers and certain other accruals, are not included.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 31 1. Financial instruments – Fair values and risk management (Continued)

#### B. Measurement of fair values

Valuation techniques and significant unobservable inputs

a. Fair value of cash and cash equivalent, other bank balance, loan to employees, loan to related parties, trade and short term receivables, trade payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

b. The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values.

#### Financial instruments measured at fair value

Type	Valuation technique
Investment in equity instruments	For valuation of investment in equity instruments, discounted cash flow method is used to capture the present value of expected future economic benefits. Under the discounting cash flow method, the net cash flows expected to be generated are discounted using weighted average cost of capital.
Security deposits	The valuation model considers present value of expected payments discounted using the Government of India bond rate for the remaining maturity of the instrument.

#### C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ;
- Market risk ; and
- Interest rate risk

##### i. Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 31 Financial instruments – Fair values and risk management (Continued)

#### C. Financial risk management (Continued)

##### ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and other financial assets including security deposits.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables and security deposits as mentioned below. Both trade receivables and security deposits are unsecured.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. Accordingly, the Company makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals.

##### a. Credit concentration and collaterals held

Concentration of credit risk with respect to trade receivables are limited, due to the Company's customer base being diverse. All trade receivables are reviewed and assessed for default on a periodic basis. The company does not hold any collaterals as security.

##### b. Amounts arising from ECL

##### i. Inputs, assumptions and techniques used for estimating impairment on trade receivables

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

For financial assets other than trade receivables company applies general expected credit loss model for measurement and recognition of impairment loss.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 31 Financial instruments – Fair values and risk management (Continued)

#### C. Financial risk management (Continued)

##### ii. Ageing of trade receivables

Gross Trade receivables	31 March 2025	31 March 2024
Less Than 180 days	186.73	296.19
More than 180 days	628.09	890.10
<b>Closing balance</b>	<b>814.82</b>	<b>1,186.30</b>

##### iii. Loss allowance

The following table shows movement in the loss allowance in respect of trade receivables and other loans and advances:

Trade receivables	31 March 2025	31 March 2024
Opening balance	890.10	616.60
Net Impairment loss recognised	(262.01)	273.50
Balance written back	-	-
<b>Closing balance</b>	<b>628.09</b>	<b>890.10</b>

First Loss Default Guarantee*	31 March 2025	31 March 2024
Opening balance	200.00	200.00
Net Impairment loss recognised	-	-
Balance written back	-	-
<b>Closing balance</b>	<b>200.00</b>	<b>200.00</b>

\*First Loss Default Guarantee is provided to Fino Finance Private Limited for the BC (Business correspondent) business.

Security Deposit	31 March 2025	31 March 2024
Opening balance	42.59	15.91
Balance written back	(12.71)	26.68
<b>Closing balance</b>	<b>29.88</b>	<b>42.59</b>



# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 31 Financial instruments – Fair values and risk management (Continued)

#### C. Financial risk management (Continued)

##### iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

#### Maturity profile of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include estimated interest payments.

		Contractual cash flows					
31 March 2025	Carrying amount	Total	Less than 6 months	6-12 months	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>							
Trade and other payables	91.93	91.93	91.93	-	-	-	-
Lease Liability	569.93	678.18	97.56	100.01	205.17	275.44	-
<b>Other current financial liabilities</b>	115.01	115.01	115.01	-	-	-	-

		Contractual cash flows					
31 March 2024	Carrying amount	Total	Less than 6 months	6-12 months	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>							
<b>Borrowings:</b>							
Working capital loans from	19.56	19.56	19.56	-	-	-	-
Trade and other payables	322.23	322.23	322.23	-	-	-	-
Lease Liability	734.64	911.76	112.81	120.76	197.57	480.61	-
<b>Other current financial liabilities</b>	139.88	139.88	139.88	-	-	-	-

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 31 Financial instruments – Fair values and risk management (Continued)

#### C. Financial risk management (Continued)

##### iv. Market risk

In the course of its business, the Company is exposed to certain financial risks namely interest risk, currency risk and liquidity risk. The Company's preliminary focus is to achieve better predictability of financial markets and seeks to minimize potential adverse effects on its financial performance.

##### Currency risk

The Company is not exposed to currency risk on account of its trade receivables, trade payables and other financial assets in foreign currency. The functional currency of the Company is Indian Rupee.

##### v. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates primarily to the Company's borrowings with floating interest rates.

##### Exposure to interest rate risk

Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

	31 March 2025	31 March 2024
<b>Borrowings</b>		
Fixed rate borrowings	-	-
Variable rate borrowings	-	19.56
<b>Total borrowings</b>	<b>-</b>	<b>19.56</b>

##### Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

##### Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased/ (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit / (loss)		Equity (net of tax)	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
<b>31 March 2025</b>				
Variable-rate instruments	-	-	-	-
<b>Cash flow sensitivity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>31 March 2024</b>				
Variable-rate instruments	(0.20)	0.20	(0.15)	0.15
<b>Cash flow sensitivity</b>	<b>(0.20)</b>	<b>0.20</b>	<b>(0.15)</b>	<b>0.15</b>

The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 32 Capital management

The Company's objectives when managing capital are to (a) maximise shareholders value and provide benefit to the stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

The Company monitors capital using a ratio of "adjusted net debt" to "adjusted equity". For this purpose, adjusted net debt is defined as total liabilities (Non current and Current liability) less cash and cash equivalents. Equity comprises all components of equity.

	31 March 2025	31 March 2024
Total liabilities	4,121.50	4,297.56
<b>Gross debt</b>	<b>4,121.50</b>	<b>4,297.56</b>
Less - cash and cash equivalents	(192.80)	(562.35)
<b>Adjusted net debt</b>	<b>3,928.70</b>	<b>3,735.20</b>
<b>Total equity</b>	<b>44,496.68</b>	<b>44,308.04</b>
Adjusted net debt to equity ratio	0.09	0.08

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 33 Share-based payment arrangements:

#### A. Description of share-based payment arrangements

##### i. Share option programs (equity-settled)

The Company has only one Employee Stock Option Plan ESOP II 2007 ('Plan') in force for a total grant of 2,34,63,000 options across the various schemes under the said plan. The plan provides that the Company's employees are granted an option to acquire equity shares of the Company that vests in a graded manner.

#### ESOP

Grant Date	No. of Options	Exercise Price	Vesting Period (years)	Vesting Conditions
01-Jan-07	21,35,000	10.00	2 to 5	At the end of 1 year Nil and 25% of options at the end of years 2, 3, 4 and 5 respectively.
03-Sep-07	13,45,000	20.00	2 to 5	At the end of 1 year Nil and 25% of options at the end of years 2, 3, 4 and 5 respectively.
01-Sep-08	18,70,000	20.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Apr-09	32,65,000	20.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Aug-10	30,35,000	30.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Oct-11	23,66,500	75.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Mar-12	82,500	75.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Aug-12	18,94,000	80.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Mar-14	2,00,000	80.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
06-Feb-15	25,00,000	80.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Jul-15	75,000	80.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Dec-15	10,00,000	80.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
15-Apr-16	10,000	70.64	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Dec-16	50,000	70.64	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
16-Aug-17	19,95,000	100.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
03-Apr-18	1,00,000	100.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Aug-18	2,55,000	105.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
30-Aug-18	50,000	105.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Mar-19	2,55,000	105.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Jul-19	9,80,000	100.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively

The valuation per share as on 31 March 2025 was INR 115.46 derived by registered valuer. During the current year, 2,695 shares were exercised in form of ESOPs.

Share options outstanding at the end of the period have the following exercise price. As per the ESOP scheme-II 2007, while in employment the employee can exercise the vested options till the time it is listed in a stock exchange and three years from the date of vesting. Additionally, in the case of resignation/termination, all the vested options as on the last working day of the employee shall be exercisable before the expiry of three years from the his/ her last working day. Hence, the contractual life of the options is not determinable.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### Share-based payment arrangements: (Continued)

Grant date	Exercise price	Share options 31 March 2025	Share options 31 March 2024
03-Sep -07 to 01 Apr-09	20	2,97,455	2,97,455
01-Aug-10	30	3,34,098	3,34,098
01-Oct-11 to 01-Mar-12	75	4,36,125	4,36,125
01-Aug-12 to 01-Jul-15	80	11,68,981	12,03,110
1-Dec-15 to 15-Apr-16	71	88,015	1,14,960
16-Aug-17 to 03-Apr-18	100	8,82,474	9,67,156
01-Aug-18 to 01-Mar-19	105	3,30,277	3,33,870
01-Jul-19	100	5,68,825	5,69,724

### B. Measurement of fair values

#### i. Equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using the Black-Scholes formula. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

The requirement that the employee has to save in order to purchase shares under the share purchase plan has been incorporated into the fair value at grant date by applying a discount to the valuation obtained. The discount has been determined by estimating the probability that the employee will stop saving based on historical behaviour. The company has granted no options during financial year 2024-25 and 2023-24.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 33 Share-based payment arrangements: (Continued)

#### C. Reconciliation of outstanding share options

Activity in the options outstanding under the employee's stock option scheme.

Particulars	31 March 2025		31 March 2024	
	Average exercise price per share per option	Number of options	Average exercise price per share per option	Number of options
Options outstanding as at the beginning	80.30	42,56,498	78.97	44,19,955
Add: Options granted during the year	-	-	-	-
Less: Options exercised during the year	86.67	2,695	44.40	1,63,457
Less: Options lapsed during the year	90.38	1,47,553	-	-
Less : Options surrendered during the year	-	-	-	-
Options outstanding as at the year end	<b>79.93</b>	<b>41,06,250</b>	<b>80.30</b>	<b>42,56,498</b>
Options exercisable as at the year end	<b>79.93</b>	<b>41,06,250</b>	<b>80.30</b>	<b>42,56,498</b>

#### D. Expenses arising from share based payment transactions

The total expenses arising from share based payment transactions recognised profit or loss as part of employee benefit expenses is NIL (31 March 2024 : INR 0.79 lakhs).

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 34 Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

#### A. Defined Contribution Plans:

The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service.

The Company has recognised INR 13.56 lakhs for 31 March 2025 ( 31 March 2024: 12.78 lakhs) as expenditure and included under 'Employee benefit expenses' in the Statement of Profit and Loss.

#### Gratuity

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method.

#### Compensated absences

Compensated absences balance upto 7 days are encashed at the end of financial year on the basic salary. Encashment of more than 7 days of leave is not permitted.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity amount recognised in the Company's financial statements as at balance sheet date:

Particulars	Note	Compensated Absence		Gratuity	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
Liability at the end of the year	16 , 23	3.18	2.08	63.00	43.27
Fair value of Plan Assets at the end of the year		-	-	-	-
Amount recognised in Balance sheet		3.18	2.08	63.00	43.27

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 34 Employee benefits (Continued)

#### B. Defined benefit obligations

##### i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	31 March 2025	31 March 2024
Discount rate	6.50%	7.15%
Expected rate of return on plan assets	-	-
Salary escalation rate	9.90%	8.10%
Withdrawal rate	15.00%	15.00%
Mortality rate	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate

##### ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Gratuity			
	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(0.03)	0.04	(2.31)	2.54
Future salary growth (1% movement)	0.04	(0.03)	2.49	(2.31)
Withdrawal rate (1% movement)	(0.03)	0.06	(0.75)	1.31
Mortality Rate (10% movement)	(0.00)	0.00	(0.00)	0.00

#### Expected future cash flows

The expected future cash flows in respect of gratuity as at 31 March 2025 were as follows:

##### Expected future benefit payments

1 year	8.64
2 to 5 years	29.71
6 to 10 years	37.84
More than 10 years	20.67



# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 34 Employee benefits (Continued)

#### C. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Particulars	Gratuity					
	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Opening balance	43.26	36.96	-	-	43.26	36.96
Adjustments to opening balance on account of employee transfer	-	-	-	-	-	-
Adjusted opening balance	43.26	36.96	-	-	43.26	36.96
Included in profit or loss						
Current service cost	5.02	3.71	-	-	5.02	3.71
Past service cost	-	-	-	-	-	-
Interest cost (income)	3.09	2.70	-	-	3.09	2.70
	51.37	43.37	-	-	51.37	43.37
<b>Included in OCI</b>						
Remeasurement loss (gain)						
Actuarial loss (gain) arising from:						
Demographic assumptions	-	-	-	-	-	-
Financial assumptions	7.94	6.52	-	-	7.94	6.52
Experience adjustment	(0.90)	(6.63)	-	-	(0.90)	(6.63)
Return on plan assets excluding interest income	-	-	-	-	-	-
	7.04	(0.11)	-	-	7.04	(0.11)
<b>Other</b>						
Contributions paid by the employer						
Benefits paid	(1.00)	-	-	-	(1.00)	-
Transfer In / (Out)	5.59	-	-	-	5.59	-
Closing balance	63.00	43.26	-	-	63.00	43.26

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 34 Employee benefits (Continued)

#### D. Components of defined benefit plan cost:

Particulars	Gratuity	
	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>Recognised in Income Statement</b>		
Current service cost	5.02	3.71
Interest cost / (income) (net)	3.09	2.70
Unrecognised past service cost- non vested benefits	-	-
Past service cost	-	-
<b>Total</b>	<b>8.11</b>	<b>6.41</b>
<b>Recognised in other comprehensive income</b>		
Remeasurement of net defined benefit liability/(asset)	7.04	(0.11)
Return on plan assets excluding net interest	-	-
<b>Cumulative post employment (gains) recognised in the SOCIE</b>	<b>7.04</b>	<b>(0.11)</b>

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### Note 35 : Leases

#### Right-of-use (ROU) asset

Particulars	Building	Office Equipment	Total
<b>Gross Block</b>			
Opening balance as on 01 April 2024	847.38	482.93	1,330.31
Additions	-	-	-
Deletions	-	-	-
Closing Balance as on 31 March 2025	847.38	482.93	1,330.31
<b>Accumulated depreciation</b>			
Opening balance as on 01 April 2024	442.98	223.27	666.24
Depreciation for the period	92.95	53.40	146.35
Depreciation on deletions	-	-	-
Closing Balance as on 31 March 2025	535.93	276.67	812.59
<b>Net block</b>	<b>311.46</b>	<b>206.26</b>	<b>517.72</b>
<b>Gross Block</b>			
Opening balance as on 01 April 2023	878.41	482.93	1,361.34
Additions	4.51	-	4.51
Deletions	35.54	-	35.54
Closing Balance as on 31 March 2024	847.38	482.93	1,330.31
<b>Accumulated depreciation</b>			
Opening balance as on 01 April 2023	362.28	169.71	531.98
Depreciation for the period	80.70	53.56	134.26
Depreciation on deletions	-	-	-
Closing Balance as on 31 March 2024	442.98	223.27	666.23
<b>Net block</b>	<b>404.41</b>	<b>259.66</b>	<b>664.09</b>

Lease liabilities included in the balance sheet	As at 31 March 2025	As at 31 March 2024
Current	145.05	164.71
Non-current	424.88	569.93
	<b>569.93</b>	<b>734.64</b>

Amounts recognised in the statement of profit and loss	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest on lease liabilities	68.85	95.03
Income from sub-leasing right-to-use assets	166.68	187.80
Expenses relating to short-term leases	(271.98)	(371.68)
<b>Total</b>	<b>(36.45)</b>	<b>(88.85)</b>

The maturity analysis of lease liabilities are disclosed in Note no. 31 of Financial instruments-Liquidity risk.

## FINO PayTech Limited

### Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in Lakhs)

#### 36 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

##### i. Profit attributable to equity share holders of the Company

	31 March 2025	31 March 2024
Profit attributable to equity share holders of the Company:		
Continuing operations	305.37	(724.33)
Less: Preference dividend including tax thereon	(0.02)	(0.02)
<b>Profit attributable to equity holders of the Company for basic earnings</b>	<b>305.35</b>	<b>(724.35)</b>
Interest on Convertible preference shares	-	-
Interest on convertible debentures	-	-
Interest on share warrants	-	-
<b>Profit attributable to equity holders of the Company adjusted for the effect of basic and dilution (a)</b>	<b>305.35</b>	<b>(724.35)</b>

##### ii. Weighted average number of ordinary shares

	31 March 2025	31 March 2024
Issued ordinary shares at 01 April	10,47,83,859	10,46,20,402
Effect of shares bought back	-	-
Effect of share options exercised	2,128	66,544
Conversion of share warrants	-	-
Right issue of shares during the period	-	-
<b>Weighted average number of shares at 31 March</b>	<b>10,47,85,987</b>	<b>10,46,86,946</b>
<b>Additions:-</b>		
Share options	-	-
Convertible preference shares	2,27,88,561	2,27,88,561
Convertible share warrants	-	-
<b>Weighted average number of shares at 31 March for basic EPS (b)</b>	<b>12,75,74,548</b>	<b>12,74,75,507</b>
Weighted average number of shares at 31 March	12,75,74,548	12,74,75,507
Add: potential equity shares	12,63,480	22,49,316
<b>Weighted average number of shares at 31 March for diluted EPS (c)</b>	<b>12,88,38,028</b>	<b>12,97,24,823</b>

##### Basic and Diluted earnings per share

	31 March 2025	31 March 2024
	Rs.	Rs.
Basic earnings per share (a / b)	0.29	(0.69)
Diluted earnings per share (a / c)	0.24	(0.69)

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 37 Tax Expense (Continued)

#### (d) Movement in deferred tax balances

	31 March 2025						
	Net balance 01 April 2024	Recognised in profit or loss	Recognised in OCI	Other	Net	Deferred tax asset	Deferred tax liability
<b>Deferred tax asset / liability</b>							
Property, plant and equipment	239.82	(40.02)	-	-	199.79	199.79	-
Security deposits	(31.49)	40.46	-	-	8.97	8.97	-
Leases	17.76	(4.62)	-	-	13.14	13.14	-
Provisions	400.17	(67.79)	1.77	-	334.15	334.15	-
Unabsorbed Business Loss	-	-	-	-	-	-	-
Equity instrument through OCI	(6.10)	-	22.06	-	15.96	15.96	-
Others	0.64	(0.56)	-	-	0.08	0.08	-
<b>Deferred tax assets (net)</b>	<b>620.80</b>	<b>(72.53)</b>	<b>23.83</b>	<b>-</b>	<b>572.11</b>	<b>572.11</b>	<b>-</b>
Set off tax							
<b>Net tax assets</b>	<b>620.80</b>	<b>(72.53)</b>	<b>23.83</b>	<b>-</b>	<b>572.11</b>	<b>572.11</b>	<b>-</b>

#### (e) Movement in deferred tax balances

	31 March 2024						
	Net balance 01 April 2023	Recognised in profit or loss	Recognised in OCI	Other	Net	Deferred tax asset	Deferred tax liability
<b>Deferred tax asset / liability</b>							
Property, plant and equipment	295.90	(56.08)	-	-	239.82	239.82	-
Security deposits	8.07	(39.56)	-	-	(31.49)	-	(31.49)
Leases	28.42	(10.66)	-	-	17.76	17.76	-
Provisions	257.83	142.33	-	-	400.17	400.17	-
Unabsorbed Business Loss	0.00	(0.00)	-	-	-	-	-
Equity instrument through OCI	(6.30)	0.20	-	-	(6.10)	-	(6.10)
Others	2.27	(1.63)	-	-	0.64	0.64	-
<b>Deferred tax assets (net)</b>	<b>586.19</b>	<b>34.61</b>	<b>-</b>	<b>-</b>	<b>620.80</b>	<b>658.39</b>	<b>(37.59)</b>
Set off tax							
<b>Net tax assets</b>	<b>586.19</b>	<b>34.61</b>	<b>-</b>	<b>-</b>	<b>620.80</b>	<b>658.39</b>	<b>(37.59)</b>

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### Tax losses & unabsorbed depreciation carried forward

	31 March 2025	Expiry for 31 March 2025	31 March 2024	Expiry for 31 March 2024
Business losses	1,074.13	31-03-2026	460.98	31-03-2026
Business losses	201.77	31-03-2029	201.77	31-03-2029
Business losses	2,914.90	31-03-2031	2,898.54	31-03-2031
Unabsorbed depreciation	1,315.92	No expiry	1,315.92	No expiry
	<b>5,506.71</b>		<b>4,877.19</b>	

### Tax Credits carried forward

	31 March 2025	Expiry for 31 March 2025	31 March 2024	Expiry for 31 March 2024
MAT credit entitlement	-	31-03-2026	259.40	31-03-2026
	-		<b>259.40</b>	

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the company can use the benefits therefrom:

	31 March 2025	31 March 2024
Deductible temporary differences	4,914.07	4,914.69
MAT Credit entitlement	-	259.40
Tax losses & unabsorbed depreciation	1,385.93	1,385.93
	<b>6,300.01</b>	<b>6,560.03</b>

## FINO PayTech Limited

### Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

#### 37 Tax expense

##### (a) Amounts recognised in profit and loss

	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>Current Tax Expense / (Income)</b>		
Current period	41.14	31.51
(Excess)/Short provision of tax relating to earlier years	-	(111.61)
<b>Deferred Tax Expense / (Income)</b>		
Origination and reversal of temporary differences	72.53	(34.60)
<b>Deferred tax expense</b>	<b>72.53</b>	<b>(34.60)</b>
<b>Tax expense for the year</b>	<b>113.67</b>	<b>(114.70)</b>

##### (b) Amounts recognised in other comprehensive income

	For the year ended 31 March 2025			For the year ended 31 March 2024		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
<b>Items that will not be reclassified to profit or loss</b>						
Remeasurements of defined benefit liability	(7.04)	1.77	(5.27)	0.11	-	0.11
Equity instrument through OCI	(135.87)	22.06	(113.80)	-	-	-
<b>Items that will be reclassified to profit or loss</b>						
Items that will be reclassified to profit or loss	-	-	-	-	-	-
	<b>(142.91)</b>	<b>23.83</b>	<b>(119.07)</b>	<b>0.11</b>	<b>-</b>	<b>0.11</b>

##### (c) Reconciliation of effective tax rate

	For the year ended 31 March 2025		For the year ended 31 March 2024	
<b>Profit before tax</b>		419.04		(839.03)
Tax using the Company's domestic tax rate	25.17%	105.47	25.17%	(211.17)
<b>Tax effect of:</b>				
Tax effects of amounts which are deductible for taxable income	(18.86%)	(79.04)	1.88%	(15.74)
Tax effects of amounts which are not deductible for taxable income	3.51%	14.71	(17.50%)	146.80
Items on which deferred tax was recognized	17.31%	72.53	0.00%	-
Items on which no deferred tax was recognized	0.00%	-	4.12%	(34.60)
	<b>27.13%</b>	<b>113.67</b>	<b>13.67%</b>	<b>(114.70)</b>

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 38 Related party disclosures

#### A. Names of related parties

Sr. No.	Particulars	Country of Incorporation	Proportion of ownership interest
<b>1</b>	<b><u>Related party by whom significance influence is exercised</u></b>		
	Bharat Petroleum Corporation Limited (On Non Diluted Basis)	India	21.94%
<b>2</b>	<b><u>Entities which are controlled by the company and with whom the Company had transactions during the year</u></b>		
	FINO Trusteeship Services Limited	India	100%
	FFPL Finserv Private Limited (formerly known as Fino Finance Private Limited)	India	100%
	Fino Payments Bank Limited	India	75%
	FINO Financial Services Private Limited	India	100%
<b>3</b>	<b><u>Key Management Personnel &amp; Directors</u></b>		
	Mr. Amit Kumar Jain – Whole-time Director		
	Mr. Suraj Gujja – Company Secretary		
	Mr. Rakesh Tripathi - Chief Financial Officer - Ceased w.e.f 20.05.2023		
	Mr. Ashok Kini – Independent Director		
	Dr. Apurva Joshi – Independent Director		
	Mr. Rajeev Deoras – Independent Director		
	Mr. Manoj Heda – Nominee Director of Bharat Petroleum Corporation Limited (BPCL)		
	Mr. Prateek Roongta – Nominee Director of Blackstone GPV Capital Partners (Mauritius) VI-B FDI Ltd.		
	Mr. Marcus Peter Strutt Thompson – Nominee Director of HAV3 Holdings (Mauritius) Limited – ceased w.e.f. 17.09.2024		
	Mr. Suresh Balasubramanian - Chief Financial Officer - Appointed w.e.f 27.01.2025		

#### B. Transactions with key management personnel

##### i. Key management personnel compensation

Sr. No.	Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
i.	Short-term employee benefits	144.79	109.32
ii.	Post-employment benefits	8.36	7.67
iii.	Share-based payment	-	-



# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 38 Related party relationships, transactions and balances

Note 38 above provides the information about the Group's structure including the details of the subsidiaries and the holding company. The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year. All the related party transactions are at arm's length price.

Nature of Transaction	Subsidiaries	Related party by whom significant influence is exercised	Key Management Personnel	Total
Recovery of expenses				
31 March 2025	309.74	-	-	309.74
31 March 2024	430.94	-	-	430.94
Sale of services / fixed assets				
31 March 2025	-	211.73	-	211.73
31 March 2024	78.71	253.74	-	332.45
Purchase of Services				
31 March 2025	169.38	-	-	169.38
31 March 2024	202.99	-	-	202.99
Director sitting fees				
31 March 2025	-	-	16.00	16.00
31 March 2024	-	-	16.50	16.50
Advance paid				
31 March 2025	6.25	-	-	6.25
31 March 2024	1.23	-	-	1.23
<b>Balance Outstanding</b>				
Trade Receivables (Gross)				
31 March 2025	102.46	36.87	-	139.33
31 March 2024	75.05	41.05	-	116.10
Trade Payables (Gross)				
31 March 2025	14.74	-	-	14.74
31 March 2024	-	-	-	-
Short term loans				
31 March 2025	10.67	-	-	10.67
31 March 2024	4.43	-	-	4.43
Deemed Investment				
31 March 2025	1,159.56	-	-	1,159.56
31 March 2024	1,159.56	-	-	1,159.56

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 39 Revenue from contract with customers

The Company derives revenues primarily from sale of device along with AMC, enrolment services, BC services, repairs and maintenance of devices, advertisement services, micro ATM running charges.

Revenue is recognized upon transfer of control of devices or services to customers in an amount that reflects the consideration expected to receive in exchange for those devices or services.

Revenues in excess of invoicing are classified as contract assets while invoicing in excess of revenues are classified as contract liabilities.

In case of sale of devices along with AMC, the Company has applied the guidance in Ind AS 115, Revenue from Contracts with Customers, by applying the revenue recognition criteria for each distinct performance obligation. Sale of devices and AMC services meet the criteria of distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. The revenue is recognised at point in time for sale of devices and over the period of time in case of AMC.

Enrolment services, BC services, repairs and maintenance of devices, advertisement services, micro ATM running charges are recognized over the period of time / term of the contract.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

#### Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by major revenue streams and timing of revenue recognition :

Major revenue streams	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products	81.29	255.21
CBS Services, enrollment income and other services	912.28	977.59
<b>Total</b>	<b>993.57</b>	<b>1,232.80</b>
<b>Timing of revenue recognition</b>		
Products transferred at point in time	81.29	255.21
Services transferred over the period of time	912.28	977.59
	<b>993.57</b>	<b>1,232.80</b>

The information relating to trade receivables and contract liabilities relating to revenue from operations is disclosed in note no. 8 and 23 respectively.

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date.

The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2025 other than those meeting the exclusion criteria mentioned above, is 0.33 lakh (March 2024 : 2.55 lakh) . Out of this, the Company expects to recognize revenue of around 100 % (March 2024 : 87.45%) within the next one year.

## FINO PayTech Limited

### Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

#### 40 Ratios analysis & it's elements

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	% change from 31 March 2024 to 31 March 2025	Reasons if change is more than 25%
Current Ratio	2.06	1.62	27.26%	The change is due to increase in FD amounts and reduction of current liabilities
Debt-Equity Ratio	-	0.04%	(100.00%)	The change is due to prepayment of the loans
Debt Service Coverage Ratio	10.31	- 3.48	(396.26%)	The change is due to reduced Interest costs and prepayment of Loans
Return on Equity Ratio	0.69%	(1.63%)	(141.98%)	The change is due the improved Revenue and reduction of the expenses during the year
Inventory turnover ratio	10.22	15.99	(36.07%)	The change is due to increase in the average inventory during the year
Trade Receivables turnover ratio	4.11	2.84	44.80%	The change is due to improved collections leading to reduction in average receivables
Trade payables turnover ratio	2.76	1.21	127.75%	The change is due to reduction in average payables
Net capital turnover ratio	0.28	0.58	(52.19%)	The change is due to increase in working capital requirement during the year
Net profit ratio	30.74%	(58.75%)	(152.31%)	The change is due to improvement in Revenue and reduction in expenses.
Return on Capital employed	1.10%	(1.64%)	(167.11%)	Profit for the year has improved this ratio.
Return on investment	0.69%	(1.63%)	(141.98%)	Profit for the year has improved this ratio.

## FINO PayTech Limited

### Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

Ratios	Numerator	Denominator	31-Mar-25		31-Mar-24	
			Numerator	Denominator	Numerator	Denominator
Current Ratio	Current assets	Current liabilities	7,004.04	3,405.25	5,598.52	3,463.87
Debt-Equity Ratio	Debt :- long term borrowings + short term borrowings	Equity :- Total Equity	-	44,496.68	19.56	44,308.04
Debt Service Coverage Ratio	Earning available for debt services :- net profit before tax + non cash expenses tax (Depreciation and Amortisation) + interest expense on borrowings	Interest + Installment :- interest expenses on borrowings and current maturities	715.14	69.38	(464.67)	133.55
Return on Equity Ratio	Total Profit / (loss) for the period / year	Total Equity	305.37	44,496.68	(724.33)	44,308.04
Inventory turnover ratio	Cost of good sold :- Cost of material, operation and incidental cost+ changes in inventories of stock-in-trade	Average Inventory	526.38	51.49	615.92	38.52
Trade Receivables turnover ratio	Revenue from operations	Average Trade Receivables	993.57	241.46	1,232.80	433.82
Trade payables turnover ratio	Total Purchase	Average Trade Payables	572.49	207.08	595.77	490.80
Net capital turnover ratio	Revenue from operations	Working capital	993.57	3,598.79	1,232.80	2,134.65
Net profit ratio	Profit / (loss) after tax	Revenue from operations	305.37	993.57	(724.33)	1,232.80

## FINO PayTech Limited

### Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

Return on Capital employed	<b>Earning before interest &amp; taxes (EBIT) :-</b> profit / (loss) before tax + interest expenses on financial liabilities carried at amortised cost	<b>Capital Employed :-</b> total equity (parent+ non controlling interest) + borrowings	<b>488.42</b>	<b>44,496.68</b>	(725.03)	44,327.61
Return on investment	Profit / (loss) after tax attributable to owners of the company	Equity shareholders' fund	<b>305.37</b>	<b>44,496.68</b>	(724.33)	44,308.04

#### 41 Additional Regulatory Information

##### a. Details of benami property held

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### b. Details of loans and advances

Loans and advances granted to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-

### c. Willful defaulter

The company has not been declared as a willful defaulter by any financial institution or bank as at the date of balance sheet.

### d. Relationship with struck off companies

The Company do not have any transactions with companies struck off.

### e. Registration of charges or satisfaction with Registrar of Companies (ROC)

The company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the statutory period.

### f. Compliance with number of layers of companies

The company has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

### g. Compliance with approved Scheme(s) of Arrangements

There are no Schemes of arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

### h. Discrepancy in utilization of borrowings

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date. There are no discrepancy in utilisation of borrowings.

### i. Utilisation of borrowed funds and share premium:

(A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries).

(B) the company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party).

## FINO PayTech Limited

### Notes to the standalone financial statements (Continued)

*For the year ended 31 March 2025*

(Currency: Indian Rupees in lakhs)

The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or
- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;
- b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

*For the year ended 31 March 2025*

(Currency: Indian Rupees in lakhs)

### **j. Borrowings taken against current assets**

Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following:-

- (a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts;
- (b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed.

### **k. Undisclosed income**

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

### **l. Details of Crypto Currency or Virtual Currency**

The company has not traded or invested in Crypto currency or Virtual Currency.



# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 42 Contingent liabilities and commitments

	31 March 2025	31 March 2024
<b>Contingent liabilities</b>		
(i) Value added tax and entry tax	107.09	107.09
(ii) Bank guarantee	289.96	289.96
(iii) Service Tax	1,637.53	-
(iv) Others	775.50	775.50

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its Financial Statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its Financial results.

There are pending litigations under Income Tax Act for the year 2014-15 and 2018-19. Total addition made in income is amounting to INR 2111.17 lakhs, the company is contending at Appellate authority and expect that Matter will be in our favour.

There are pending litigations under UP VAT Act, department has considered all the movement of assets from one state to other state as a deemed sale in the year 2008-09 & 2010-11 and in the year 2009-10, 2011-12, 2012-13 & 13-14 department has increased card price. There are pending litigation under Gujrat VAT Act, department has raised CST demand.

Total liability under dispute is amounting to INR 277.40 lakhs against which company has paid INR 118.69 lakhs under protest, apart from this company has made a provision for Rs. 51.62 Lakhs in previous year. Accordingly contingent liability for value added tax and entry tax amounts to INR 107.09 lakhs.

Further in case of Service Tax Matter, Bombay high court has squashed the Order in original vide order dated 01st April, 2024 and matter remanded to the Adjudicating Officer, namely, the Commissioner, CGST & Central Excise, Belapur Commissionerate for re-assessment. The Adjudication officer, namely, the Commissioner, CGST & Central Excise, Belapur Commissionerate has passed an order dated 29th July, 2024 confirming the tax demand of Rs. 850.67 Lakhs and Penalty Demand of Rs. 850.67 Lakhs. The Company has filed an appeal with CESTAT on 05-11-2024 after payment of Pre-Deposit 63.80 Lakhs. Accordingly contingent liability for Service tax matter amounts to INR 1637.53 Lakhs.

The amount of Rs.775.50 lakhs represents the incremental investment that the company will make in FFPL Finserv Pvt Ltd., in case any requirement arises.

#### Capital Commitments

a. The company has capital commitments of INR Nil as on 31 March 2025 ( 31 March 2024 : INR Nil).

### 43 Details of Dues to micro and small suppliers

	31 March 2025	31 March 2024
<b>Dues to micro and small suppliers</b>		
a. The amounts remaining unpaid to micro and small suppliers as at the end of the year		
- Principal	0.04	3.37
- Interest	-	-
b. The amount of interest paid by the company as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) along with amount of the payment made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
d. The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	-	-

## FINO PayTech Limited

### Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

#### 44 Foreign currency transactions

Expenditure incurred in foreign currency	31 March 2025	31 March 2024
Membership fees	0.64	0.64
	<u>0.64</u>	<u>0.64</u>

#### 45 Corporate social responsibility (CSR)

The company does not fulfill the applicability criteria under section 135 of companies act 2013, so CSR expenses incurred for year ending 31 March 25 is NIL (Previous year : NIL).

# FINO PayTech Limited

## Notes to the standalone financial statements (Continued)

For the year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 46 Operating segment

The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Paragraph 4 of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in the standalone financial statements.

### 47 Subsequent events

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

### 48 Derivative contracts

The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

### 49 Prior year comparatives

Previous year figures have been regrouped and reclassified wherever necessary to confirm to current year's presentation.

As per our report of even date attached.

#### For A P Sanzgiri & Co

*Chartered Accountants*

Firm's Registration Number : 116293W

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

**Fino PayTech Limited**

#### Abhijit Sanzgiri

*Partner*

Membership Number : 043230

#### Mr. Rajeev Deoras

*Non-executive Chairman  
and Independent Director*

DIN: 02879519

Place: Mumbai

Date: 24 July 2025

#### Mr. Amit Kumar Jain

*Whole-time Director*

DIN: 08353693

Place: Navi Mumbai

Date: 24 July 2025

**Date : 24 July 2025**

**Navi Mumbai**

#### Mr. Suresh Balasubramanian

*Chief financial Officer*

Place: Navi Mumbai

Date: 24 July 2025

#### Mr. Suraj Gujja

*Company Secretary*

Memb. No: A49812

Place: Navi Mumbai

Date: 24 July 2025

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of FINO PayTech Limited**

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying Consolidated Financial Statements of FINO PayTech Limited (hereinafter referred to as the "Company") and its subsidiaries (Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditor on separate financial statements of subsidiary, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2025, and their Consolidated Profit (including Other Comprehensive income), Consolidated Changes in Equity and the Consolidated Cash Flows for the year then ended.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in India in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us together with the audit evidence obtained by the other auditor in terms of their reports referred to in 'Other Matters' section below, is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

#### **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report but does not include the Financial Statements and our Auditor's Report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent

with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Company's Management and Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Management and Board of Directors of the Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of their respective companies.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive

to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Financial Statements of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Other Matters

We did not audit the financial statements of subsidiaries FFPL Finserv Private Limited; whose financial statements reflect total assets (before consolidation adjustment) of Rs. 929.65 Lakhs as at March 31, 2025, total revenues (before consolidation adjustment) of Rs. 150.80 Lakhs and net cash flows (before consolidation adjustment) amounting to Rs. (339.35 Lakhs) for the year ended on that date; FINO Financial Services Private Limited, whose financial statements reflect total assets (before consolidation adjustment) of Rs. 0.03 Lakhs as at March 31, 2025, total revenues (before consolidation adjustment) of Rs. 0 and net cash flows (before consolidation adjustment) amounting to Rs. 0 for the year ended on that date and FINO Trusteeship Services Limited, whose financial statements reflect total assets (before consolidation adjustment) of Rs. 860.41 Lakhs as at March 31, 2025, total revenues (before consolidation adjustment) of Rs. 57.04 Lakhs and net cash flows (before consolidation adjustment) amounting to Rs. 3.96 Lakhs for the year ended on that date as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion above on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, are not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Company as on March 31, 2025 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A" which is based on the auditors' reports of the Company and its subsidiary companies

incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to Consolidated Financial Statements of those companies.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Consolidated Financial Statements disclose the impact of pending litigations as on March 31, 2025 on the consolidated financial position of the Group – Refer Note 44 to the Consolidated Financial Statements.
  - ii. The Group did not have any long-term contracts including derivative contracts as at March 31, 2025 for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company, and its subsidiary companies.
  - iv. **Under Rule 11(e)(i)** - The respective Managements of the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that such parties shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - v. **Under Rule 11(e)(ii)** - The respective Managements of the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, no funds have been received by the Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - vi. **Under Rule 11(e)(iii)** - Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the Management of the company in this regard nothing



has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

vii. The Group has not declared and/or paid dividend during the year.

viii. Based on our examination, which included test checks, the Company and its subsidiaries have used accounting software systems for maintaining their respective books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we have not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company and its subsidiary companies incorporated in India as per the statutory requirements for record retention.

2. According to the information and explanations given to us, and based on the auditor's report on the financial statements of the Company and its subsidiaries as at and for the year ended March 31, 2025, included in the Consolidated Financial Statements of the Group, we report that there are no qualifications/adverse remarks.

**For A P Sanzgiri & Co**

**Chartered Accountants**

ICAI Firm Registration Number: 116293W

**Abhijit Sanzgiri**

Partner

Membership No. 043230

UDIN: 25043230BMIRYR7922

Place: Mumbai

Date: July 24, 2025

## **ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF FINO PAYTECH LIMITED**

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of FINO PayTech Limited on the Consolidated Financial Statements for the year ended March 31, 2025.

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

#### **Opinion**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to Consolidated Financial Statements of FINO PayTech Limited (hereinafter referred to as "the Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The

procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the company and its subsidiary companies, which are companies incorporated in India.

### **Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements**

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion and based on the consideration of the report of the other auditor on internal financial controls with reference to financial statements of the subsidiary companies, the Company and its subsidiary companies, which are companies incorporated in India, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31st March, 2025, based on internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements insofar as it relates to its subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditor of such companies incorporated in India.

**For A P Sanzgiri & Co**  
**Chartered Accountants**

ICAI Firm Registration Number: 116293W

**Abhijit Sanzgiri**

Partner

Membership No. 043230

UDIN: 25043230BMIRYR7922

Place: Mumbai

Date: July 24, 2025

# FINO PayTech Limited

## Consolidated balance sheet

As at 31 March 2025

(Currency: Indian Rupees in lakhs)

	Note	31 March 2025	31 March 2024
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	2	12,753.24	12,418.96
(b) Right-of-use assets	38	3,236.34	3,578.60
(c) Capital work-in-progress	2	13,022.50	4,733.01
(d) Goodwill	52	-	-
(e) Other intangible assets	3	4,481.37	2,988.11
(f) Financial assets			
(i) Investments	4	5,292.47	5,549.42
(ii) Loans	5	-	(0.29)
(iii) Others	6	58,551.42	21,848.04
(g) Deferred tax assets (net)	40	572.11	620.80
(h) Advance tax assets (net)		757.20	1,117.63
(i) Other non-current assets	7	676.55	1,254.78
<b>Total non current assets</b>		<b>99,343.20</b>	<b>54,109.07</b>
<b>(2) Current assets</b>			
(a) Inventories	8	3,279.05	3,199.72
(b) Financial assets			
(i) Investments	9	2,33,577.03	1,69,173.00
(ii) Trade receivables	10	6,839.98	7,668.85
(iii) Cash and cash equivalents	11A	39,955.69	63,386.50
(iv) Bank balances other than (iii) above	11B	24,339.18	35,262.00
(v) Loans	12	16.94	8.39
(vi) Others	13	7,967.32	4,632.50
(c) Other current assets	14	20,530.21	21,239.17
<b>Total current assets</b>		<b>3,36,505.40</b>	<b>3,04,570.13</b>
<b>TOTAL ASSETS</b>		<b>4,35,848.60</b>	<b>3,58,679.20</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	15	10,456.42	10,456.15
(b) Instruments entirely in nature of equity		2,278.86	2,278.86
(c) Other equity	16	51,984.45	43,936.69
<b>Equity attributable to equity holders of the Company</b>		<b>64,719.73</b>	<b>56,671.70</b>
Non-controlling interests		18,511.18	15,883.67
<b>Total equity</b>		<b>83,230.91</b>	<b>72,555.37</b>
<b>(2) Non current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	-	1,995.45
(ii) Lease liabilities	18	2,810.19	3,180.36
(b) Provisions	19	1,514.57	1,324.52
(c) Other non-current liabilities	20	-	0.32
<b>Total non current liabilities</b>		<b>4,324.76</b>	<b>6,500.64</b>
<b>(3) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	21	83,945.72	71,284.56
(ii) Trade payables	22		
Due to micro and small enterprises		4.52	3.37
Due to other than micro and small enterprises		1,074.98	714.71
(iii) Lease liabilities	23	990.13	902.28
(iv) Other financial liabilities	24	2,36,960.95	1,93,903.56
(b) Other current liabilities	25	20,034.54	8,437.73
(c) Short-term provisions	26	2,486.84	1,835.68
(d) Current tax liabilities		2,795.25	2,541.30
<b>Total current liabilities</b>		<b>3,48,292.93</b>	<b>2,79,623.18</b>
<b>Total liabilities</b>		<b>3,52,617.69</b>	<b>2,86,123.83</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4,35,848.60</b>	<b>3,58,679.20</b>

For A P Sanzgiri & Co

Chartered Accountants

Firm's Registration Number : 116293W

Abhijit Sanzgiri

Partner

Membership Number : 043230

Date: 24 July 2025

Place : Navi Mumbai

For and on behalf of the Board of Directors

FINO PayTech Limited

Mr. Rajeev Deoras

Non-executive Chairman

and Independent Director

DIN: 02879519

Date: 24 July 2025

Place : Mumbai

Mr. Amit Kumar Jain

Whole Time Director

DIN 08353693

Date: 24 July 2025

Place : Navi Mumbai

Mr. Suresh Balasubramanian

Chief financial Officer

Date: 24 July 2025

Place : Navi Mumbai

Mr. Suraj Gujja

Company Secretary

Memb. No: A49812

Date: 24 July 2025

Place : Navi Mumbai

# FINO PayTech Limited

## Consolidated statement of profit and loss

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	Note	Year ended 31 March 2025	Year ended 31 March 2024
<b>Revenue</b>			
I. Revenue from operations	27	1,65,382.83	1,33,931.18
II. Other income	28	21,059.91	15,808.34
<b>III. Total income (I+II)</b>		<b>1,86,442.74</b>	<b>1,49,739.52</b>
<b>IV. Expenses</b>			
Purchase of goods and services	29	1,11,464.34	87,064.19
Changes in inventories of finished goods, work-in-progress and stock-in-trade	30	(79.34)	985.92
Employee benefits expenses	31	21,417.20	18,426.75
Finance costs	32	6,504.36	5,793.99
Interest on deposits		3,997.16	2,775.80
Depreciation and amortization expenses		7,309.95	6,321.25
Other expenses	33	24,369.47	20,415.79
<b>Total expenses (IV)</b>		<b>1,74,983.14</b>	<b>1,41,783.69</b>
<b>V. Profit/(Loss) before exceptional items and tax</b>		<b>11,459.60</b>	<b>7,955.83</b>
<b>VI. Exceptional items</b>		<b>-</b>	<b>-</b>
<b>VII. Profit/(Loss) before tax (V - VI)</b>		<b>11,459.60</b>	<b>7,955.83</b>
<b>VIII. Tax expense:</b>			
1. Current tax		1,637.03	50.31
2. Tax provision for earlier years		1.48	(143.25)
3. Deferred tax		72.53	(34.60)
<b>IX. Profit/(Loss) for the year</b>		<b>9,748.56</b>	<b>8,083.37</b>
<b>X. Other comprehensive income</b>			
<b>(i) Items that will not be reclassified to profit or loss</b>			
Remeasurements of defined benefit liability / (asset)		(76.99)	(63.01)
Equity investments through other comprehensive income - net change in fair value		(377.86)	-
Income tax related to items that will not be reclassified to profit or loss		23.83	-
		<b>(431.02)</b>	<b>(63.01)</b>
<b>(ii) Items that will be reclassified to profit or loss</b>			
Investments measured at FVOCI		104.03	245.96
Income tax related to items that will be reclassified to profit or loss		-	-
		<b>104.03</b>	<b>245.96</b>
<b>Other comprehensive income for the year (net of tax)</b>		<b>(326.99)</b>	<b>182.95</b>
<b>XI. Total comprehensive income for the year (IX + X)</b>		<b>9,421.57</b>	<b>8,266.32</b>
<b>Profit attributable to:</b>			
Owners of the Company		7,382.26	5,941.36
Non-controlling interests		2,366.30	2,142.02
<b>Profit for the year</b>		<b>9,748.56</b>	<b>8,083.37</b>
<b>Other comprehensive income attributable to:</b>			
Owners of the Company		(275.01)	145.02
Non-controlling interests		(51.98)	37.93
<b>Other comprehensive income for the year</b>		<b>(326.99)</b>	<b>182.95</b>
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		7,107.25	6,086.38
Non-controlling interests		2,314.32	2,179.95
<b>Total comprehensive income for the year</b>		<b>9,421.57</b>	<b>8,266.32</b>
<b>XIII. Earnings per share attributable to owners of the Company</b>	39		
1. Basic earnings per share (INR)		5.80	5.69
2. Diluted earnings per share (INR)		5.74	4.59

**For A P Sanzgiri & Co**

Chartered Accountants

Firm's Registration Number : 116293W

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

FINO PayTech Limited

**Abhijit Sanzgiri**

Partner

Membership Number : 043230

Date: 24 July 2025

Place : Navi Mumbai

**Mr. Rajeev Deoras**

Non-executive Chairman  
and Independent Director

DIN: 02879519

Date: 24 July 2025

Place : Mumbai

**Mr. Amit Kumar Jain**

Whole Time Director

DIN 08353693

Date: 24 July 2025

Place : Navi Mumbai

**Mr. Suresh Balasubramanian**  
Chief financial Officer

Date: 24 July 2025

Place : Navi Mumbai

**Mr. Suraj Gujja**  
Company Secretary

Memb. No: A49812

Date: 24 July 2025

Place : Navi Mumbai

# FINO PayTech Limited

## Consolidated statement of cash flows

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
<b>A. Cash flow from operating activities</b>		
Profit before tax from continuing operations	11,459.60	7,955.83
<b>Profit before tax</b>	<b>11,459.60</b>	<b>7,955.83</b>
<b>Adjustments to reconcile (loss) / profit before tax to net cash used in operating activities</b>		
Depreciation	7,309.95	6,321.25
Profit / Loss on sale of fixed assets	(3.21)	-
ESOP expense	1,242.46	471.52
Interest income	(20,481.80)	(15,702.65)
Interest & finance charges	6,101.32	5,430.79
Interest on unwinding of lease liability	403.04	363.20
Gain on disposal of ROU asset	(8.32)	(19.23)
ECL on security deposit written (back)/ off	(12.72)	26.67
Other liabilities written back	(18.36)	-
Creditors written back	(186.83)	-
Provision for loan losses expenses	(5.09)	(16.82)
Bad Debts	302.62	-
Provision for doubtful debts and assets	(261.36)	320.68
Net loss on disposal of fixed assets	35.89	-
<b>Operating profit before working capital changes</b>	<b>5,877.19</b>	<b>5,151.25</b>
<b>Working capital adjustments:</b>		
(Increase) / decrease in inventories	(79.34)	985.88
(Increase) / decrease in trade receivables	826.64	(796.06)
(Increase) / decrease in other current assets	672.30	(6,775.07)
(Increase) / decrease in current financial assets - loans	3.55	124.94
(Increase) / decrease in other current financial assets	(3,328.77)	1,683.27
(Increase) / decrease in non current financial assets - others	47.33	(310.57)
(Increase) / decrease in other non current assets	578.25	(636.68)
(Increase) / decrease in non-current financial assets - loans	(0.46)	(0.71)
Increase / (decrease) in trade payables	548.24	(1,533.06)
Increase / (decrease) in other current liabilities	11,613.46	6,028.74
Increase / (decrease) in other current financial liabilities	43,041.06	52,271.23
Increase / (decrease) in other non-current liabilities	(0.32)	(2.24)
Increase / (decrease) in provisions	766.40	325.66
<b>Cash generated from / (used in) operations before adjustments for interest received and interest paid</b>	<b>60,565.54</b>	<b>56,516.60</b>
Interest paid	-	-
Interest received	88.28	204.04
<b>Cash used in operations</b>	<b>60,653.80</b>	<b>56,720.62</b>
Income tax paid	(1,047.96)	2,789.12
<b>Net cash (used) / generated from operating activities (A)</b>	<b>59,605.84</b>	<b>59,509.74</b>
<b>B. Cash flows from investing activities</b>		
Acquisition of property, plant and equipment and Capital work in progress	(13,800.54)	(8,821.30)
Proceeds from sale of property, plant and equipment	5.67	(6.67)
Acquisition of computer software	(2,650.53)	(1,727.48)
Acquisition of investments	(64,398.85)	(59,897.63)
Stake purchase of subsidiary	-	(2.55)
Proceeds from fixed deposits	(25,834.95)	(2,500.27)
Interest received	20,384.11	15,498.61
<b>Net Cash used in investing activities (B)</b>	<b>(86,295.09)</b>	<b>(57,457.28)</b>

# FINO PayTech Limited

## Consolidated statement of cash flows (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
<b>C. Cash flows from financing activities</b>		
Proceeds from issue of equity shares	11.50	72.57
Proceeds / (Repayment) of subordinate debt	(1,995.45)	2.37
Repayment of non current borrowings	-	-
Proceeds of short term borrowings (net)	12,661.17	27,840.93
Interest on Lease Liability	(401.86)	(351.09)
Principal payments of lease liability	(931.93)	(787.08)
Interest & finance charges paid	(6,084.98)	(5,375.28)
<b>Net cash generated from financing activities (C)</b>	<b>3,258.44</b>	<b>21,402.42</b>
<b>Net increase / (decrease) in cash and cash equivalents (A + B + C)</b>	<b>(23,430.81)</b>	<b>23,454.88</b>
Cash and cash equivalents at the beginning of the year	<b>63,386.50</b>	<b>39,931.63</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>39,955.69</b>	<b>63,386.50</b>
<b>Cash and cash equivalents</b>		
Cash on hand and balances with banks	<b>39,955.69</b>	<b>63,386.50</b>
<b>Cash and cash equivalents</b>	<b>39,955.69</b>	<b>63,386.50</b>

**For A P Sanzgiri & Co**

*Chartered Accountants*

Firm's Registration Number : 116293W

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

**FINO PayTech Limited**

**Abhijit Sanzgiri**

*Partner*

Membership Number : 043230

Date: 24 July 2025

Place : Navi Mumbai

**Mr. Rajeev Deoras**

*Non-executive Chairman  
and Independent Director*

DIN: 02879519

Date: 24 July 2025

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**Mr. Amit Kumar Jain**

*Whole Time Director*

DIN 08353693

Date: 24 July 2025

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**Mr. Suresh Balasubramanian**

*Chief financial Officer*

Date: 24 July 2025

Place : Navi Mumbai

**Mr. Suraj Gujja**

*Company Secretary*

*Memb. No: A49812*

Date: 24 July 2025

Place : Navi Mumbai



**FINO PayTech Limited**  
**Consolidated statement of changes in equity**  
For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**(A) Equity share capital**

	As at 31 March 2025		As at 31 March 2024	
	Number	Amount	Number	Amount
Balance at the beginning of the reporting period	10,45,61,541	10,456.15	10,43,98,084	10,439.81
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	10,45,61,541	10,456.15	10,43,98,084	10,439.81
Changes in equity share capital during the year	2,695	0.27	1,63,457	16.35
Balance at the end of the reporting period	<b>10,45,64,236</b>	<b>10,456.42</b>	<b>10,45,61,541</b>	<b>10,456.15</b>

**(B) Instruments entirely in nature of equity**

	As at 31 March 2025		As at 31 March 2024	
	Number	Amount	Number	Amount
<b>Fully convertible preference shares (Series A,B,C)</b>				
Balance at the beginning of the reporting period	2,27,88,561	2,278.86	2,27,88,561	2,278.86
Changes in fully convertible preference shares due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	2,27,88,561	2,278.86	2,27,88,561	2,278.86
Preference shares bought back during the year				
Balance at the end of the reporting period	<b>2,27,88,561</b>	<b>2,278.86</b>	<b>2,27,88,561</b>	<b>2,278.86</b>

**(C) Other equity**

Particulars	Attributable to owners of the Company								Total attributable to owners of the company	Attributable to Non- Controlling Interests	Total
	Reserves & Surplus						Items of Other comprehensive income				
	Retained Earnings	Statutory Reserve	Capital Redemption Reserve	ESOP Reserve	Securities Premium	Investment fluctuation reserve	Equity Instrument at FVTOCI	Debt instrument through OCI			
Balance as at 01 April 2023	(45,304.94)	4,198.31	582.94	1,520.03	73,834.85	2,540.46	17.93	(78.91)	37,310.67	13,718.18	51,028.85
Total comprehensive income for the period ended 31 March 2024											
Profit for the year	5,941.36	-	-	-	-	-	-	-	5,941.36	2,142.02	8,083.37
Other comprehensive income (net of tax)											
- Remeasurements of FVTOCI debt instruments	-	-	-	-	-	-	-	184.47	184.47	61.49	245.96
- Remeasurements of defined benefit liability / (asset)	(39.46)	-	-	-	-	-	-	-	(39.46)	(23.56)	(63.01)
Total comprehensive income for the period ended 31 March 2024	5,901.90	-	-	-	-	-	-	184.47	6,086.38	2,179.94	8,266.31
ESOP expense recognised under fair value approach	-	-	-	361.55	-	-	-	-	361.55	109.96	471.52
Premium on issue of treasury shares of parent company	-	-	-	(1.22)	57.45	-	-	-	56.22	-	56.22
Acquisition of NCI's Stake at face value	121.87	-	-	-	-	-	-	-	121.87	(124.42)	(2.55)
Balance as at 31 March 2024	(39,281.17)	4,198.31	582.94	1,880.37	73,892.30	2,540.46	17.93	105.56	43,936.69	15,883.67	59,820.36
Balance as at 01 April 2024	(39,281.17)	4,198.31	582.94	1,880.37	73,892.30	2,540.46	17.93	105.56	43,936.69	15,883.67	59,820.36
Total comprehensive income for the period ended 31 March 2025											
Profit for the year	7,382.26	-	-	-	-	-	-	-	7,382.26	2,366.30	9,748.56
Other comprehensive income (net of tax)											
- Remeasurements of FVTOCI debt instruments	-	-	-	-	-	-	-	78.03	78.03	26.01	104.03
- Remeasurements of FVTOCI equity instruments	-	-	-	-	-	-	(295.31)	-	(295.31)	(60.50)	(355.80)
- Remeasurements of defined benefit liability / (asset)	(57.73)	-	-	-	-	-	-	-	(57.73)	(17.49)	(75.22)
Total comprehensive income for the period ended 31 March 2025	7,324.53	-	-	-	-	-	(295.31)	78.03	7,107.25	2,314.32	9,421.57
ESOP expense recognised under fair value approach	-	-	-	931.86	-	-	-	-	931.86	310.60	1,242.46
Premium on issue of shares under ESOP scheme	-	-	-	(4.57)	13.20	-	-	-	8.63	2.19	10.82
Effect of options vested lapsed	23.59	-	-	(23.59)	-	-	-	-	-	-	-
Appropriation towards statutory and investment fluctuation reserve	(2,524.68)	1,559.20	-	-	-	965.48	-	-	-	-	-
Premium on issue of 12% fully convertible preference shares	-	-	-	-	-	-	-	-	-	-	-
Acquisition of NCI's Stake at face value	-	-	-	-	-	-	-	-	-	0.41	0.41
Balance as at 31 March 2025	(34,457.73)	5,757.51	582.94	2,784.07	73,905.50	3,505.95	(277.38)	183.59	51,984.45	18,511.18	70,495.62

**FINO PayTech Limited**  
**Consolidated statement of changes in equity**

*For the Year ended 31 March 2025*

(Currency: Indian Rupees in lakhs)

**(d) Other equity (Continued)**

**Nature and purpose of reserves**

**1) Securities premium reserve**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of Section 52 of the Companies Act 2013.

**2) ESOP reserve**

ESOP reserve is used to recognise the grant date fair value of options issued to employees under the Employee stock option plan which are unvested as on the reporting date.

**3) Statutory reserve (as per RBI Act)**

In terms of the requirements of Section 45-IC of the RBI Act, every non-banking financial company is required to transfer a sum of not less than 20 (Twenty) percent of its net profit every year to statutory reserve.

**4) Equity Instruments through FVTOCI**

This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

**5) Debt Instruments through FVTOCI**

This represents the cumulative gains and losses arising on the revaluation of debt instruments measured at fair value through other comprehensive income that have been recognized in other comprehensive income, net of amounts reclassified to profit or loss when such assets are disposed off and for impairment losses on such instruments.

**6) Investment fluctuation reserve**

This represents reserve created as per "Prudential Norms for Classification, Valuation and Operation of Investment Portfolio by Banks – Spreading of MTM losses and creation of Investment Fluctuation Reserve (IFR)"

**For A P Sanzgiri & Co**

*Chartered Accountants*

Firm's Registration Number : 116293W

**Abhijit Sanzgiri**

*Partner*

Membership Number : 043230

Date: 24 July 2025

Place : Navi Mumbai

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

**FINO PayTech Limited**

**Mr. Rajeev Deoras**

*Non-executive Chairman  
and Independent Director*

DIN: 02879519

Date: 24 July 2025

Place : Mumbai

**Mr. Amit Kumar Jain**

*Whole Time Director*

DIN 08353693

Date: 24 July 2025

Place : Navi Mumbai

**Mr. Suresh Balasubramanian**

*Chief financial Officer*

Date: 24 July 2025

Place : Navi Mumbai

**Mr. Suraj Gujja**

*Company Secretary*

*Memb. No: A49812*

Date: 24 July 2025

Place : Navi Mumbai

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 2 Property, plant and equipment

#### A. Reconciliation of carrying amount

P A R T I C U L A R S	Owned assets						Total
	Leasehold improvements	Computers / hardware	Plant and machinery	Furniture and fixtures	Vehicles	Office Equipment	
<b>Year ended 31 March 2024</b>							
<b>Gross block 01 April 2023</b>	<b>2,169.05</b>	<b>14,481.79</b>	<b>11,512.21</b>	<b>273.88</b>	<b>377.96</b>	<b>2,897.10</b>	<b>31,711.99</b>
Additions	369.66	2,701.70	485.36	95.00	101.46	1,005.48	4,758.65
Disposals	97.68	1.65	-	-	-	5.03	104.36
<b>Closing gross block</b>	<b>2,441.04</b>	<b>17,181.84</b>	<b>11,997.57</b>	<b>368.88</b>	<b>479.42</b>	<b>3,897.54</b>	<b>36,366.29</b>
<b>Accumulated depreciation</b>							
<b>Balance at 01 April 2023</b>	<b>1,830.08</b>	<b>7,904.87</b>	<b>7,143.75</b>	<b>159.33</b>	<b>130.15</b>	<b>2,076.61</b>	<b>19,244.79</b>
Depreciation charge during the year	68.65	2,368.00	1,462.45	50.25	155.48	695.41	4,800.24
Disposals	97.69	-	-	-	-	-	97.69
<b>Closing accumulated depreciation</b>	<b>1,801.04</b>	<b>10,272.87</b>	<b>8,606.20</b>	<b>209.58</b>	<b>285.63</b>	<b>2,772.02</b>	<b>23,947.34</b>
<b>Net block as at 31 March 2024</b>	<b>640.00</b>	<b>6,908.97</b>	<b>3,391.37</b>	<b>159.30</b>	<b>193.79</b>	<b>1,125.52</b>	<b>12,418.96</b>
<b>Year ended 31 March 2025</b>							
<b>Gross block as at 01 April 2024</b>	<b>2,441.04</b>	<b>17,181.84</b>	<b>11,997.57</b>	<b>368.88</b>	<b>479.42</b>	<b>3,897.54</b>	<b>36,366.29</b>
Additions	177.43	2,726.98	616.00	183.65	-	1,807.00	5,511.06
Assets written off	864.84	464.51	9.49	14.39	-	353.63	1,706.86
Disposals	-	1.35	-	-	17.75	-	19.10
<b>Closing gross block</b>	<b>1,753.63</b>	<b>19,442.96</b>	<b>12,604.08</b>	<b>538.14</b>	<b>461.67</b>	<b>5,350.91</b>	<b>40,151.39</b>
<b>Accumulated depreciation</b>							
<b>Balance at 01 April 2024</b>	<b>1,801.04</b>	<b>10,272.87</b>	<b>8,606.20</b>	<b>209.58</b>	<b>285.63</b>	<b>2,772.02</b>	<b>23,947.34</b>
Depreciation charge during the year	173.36	2,264.75	1,556.48	67.19	84.72	991.96	5,138.46
Asset written off	864.84	444.23	9.49	14.39	-	338.05	1,671.00
Disposals	-	1.01	-	-	15.63	-	16.64
<b>Closing accumulated depreciation</b>	<b>1,109.56</b>	<b>12,092.38</b>	<b>10,153.19</b>	<b>262.38</b>	<b>354.72</b>	<b>3,425.93</b>	<b>27,398.16</b>
<b>Net block as at 31 March 2025</b>	<b>644.07</b>	<b>7,350.58</b>	<b>2,450.89</b>	<b>275.76</b>	<b>106.95</b>	<b>1,924.98</b>	<b>12,753.23</b>

## FINO PayTech Limited

### Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

#### 2 CWIP aging schedule

(a) For Capital-work-in progress, following ageing schedule shall be given:

CWIP	Amount in CWIP for a period of				Total*
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Projects in progress</b>					
Balance as at 31 March 2025	8,929.60	4,092.90	-	-	13,022.50
Balance as at 31 March 2024	4,692.48	40.53	-	-	4,733.01
<b>Projects temporarily suspended</b>					
Balance as at 31 March 2025	-	-	-	-	-
Balance as at 31 March 2024	-	-	-	-	-

(b) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan :

CWIP	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
<b>Balance as at 31 March 2025</b>				
Project 1	-	-	-	-
Project 2	-	-	-	-
<b>Balance as at 31 March 2024</b>				
Project 1	-	-	-	-
Project 2	-	-	-	-

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 3 Other intangibles assets

P A R T I C U L A R S	GROSS BLOCK				ACCUMULATED AMORTIZATION				NET BLOCK	
	Balance as at 31 March 2024	Additions	Disposals	Balance as at 31 March 2025	Balance as at 31 March 2024	Charge for the year	Eliminated on disposal of	Balance as at 31 March 2025	Balance as at 31 March 2025	Balance as at 31 March 2024
Computer Software	7,944.35	2,650.53	-	10,594.87	4,956.24	1,157.27	-	6,113.50	4,481.37	2,988.11
TOTAL	7,944.35	2,650.53	-	10,594.87	4,956.24	1,157.27	-	6,113.50	4,481.37	2,988.11

P A R T I C U L A R S	GROSS BLOCK				ACCUMULATED AMORTIZATION				NET BLOCK	
	Balance as at 01 April 2023	Additions	Disposals	Balance as at 31 March 2024	Balance as at 01 April 2023	Charge for the year	Eliminated on disposal of	Balance as at 31 March 2024	Balance as at 31 March 2024	Balance as at 31 March 2023
Computer Software	6,216.87	1,727.48	-	7,944.35	4,173.02	783.22	-	4,956.24	2,988.11	2,043.85
TOTAL	6,216.87	1,727.48	-	7,944.35	4,173.02	783.22	-	4,956.24	2,988.11	2,043.85

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
<b>4 Financial assets - investments</b>		
<b>Investments measured at amortised cost</b>		
Investments in government securities		
Unquoted		
- National saving certificate	0.35	0.35
<b>Investment carried at fair value through other comprehensive income (FVTOCI)- debt instruments</b>		
Quoted		
- Investments in government securities	5,147.98	5,027.05
<b>Investment carried at fair value through other comprehensive income (FVTOCI)- equity instruments</b>		
3,030 (Previous year : 3030) shares of Rs. 10 each fully paid up in TAP Smart Data Information Services Pvt.Ltd	136.35	272.22
Paysprint Private Limited	7.79	249.79
	<b>5,292.47</b>	<b>5,549.42</b>
(a) Aggregate amount of quoted investments	<b>5,147.98</b>	<b>5,027.05</b>
(b) Aggregate market value of quoted investments	<b>5,147.98</b>	<b>5,027.05</b>
(c) Aggregate amount of unquoted investments	<b>144.49</b>	<b>522.36</b>
(d) Aggregate amount of impairment in value of investments	-	-
<b>5 Financial assets - loans</b>		
<b>Secured loans</b>		
<b>Considered good:</b>		
Loans to MSME	-	(0.29)
<b>Considered doubtful:</b>		
Loans to MSME	205.96	205.79
Less: Loss allowance	(205.96)	(205.79)
<b>(A)</b>	<b>-</b>	<b>(0.29)</b>
<b>Unsecured loans</b>		
<b>Considered good:</b>		
Loans to JLG groups	-	-
<b>Considered doubtful:</b>		
Loans to JLG groups	0.06	0.06
Less: Loss allowance	(0.06)	(0.06)
<b>(B)</b>	<b>-</b>	<b>-</b>
<b>(A + B)</b>	<b>-</b>	<b>(0.29)</b>
<b>6 Other non-current financial assets</b>		
<b>Unsecured</b>		
<b>Considered good:</b>		
Security deposits	2,184.90	2,239.61
<b>Considered doubtful:</b>		
Security deposits	19.79	27.66
Less: Loss allowance	(19.79)	(27.66)
Deposits with banks (maturing after 12 months from the reporting date)*	3,292.20	4,304.24
Deposits for margin money with banks	53,074.48	15,304.35
Less: Loss allowance	(0.16)	(0.15)
	<b>58,551.42</b>	<b>21,848.04</b>

\* Represents deposits of Rs. 0.28 lakhs (Previous year : 0.28 lakhs ) provided against the pending litigations under Value Added Tax Act and sales tax registration purpose.

# FINO PayTech Limited

## Notes to the consolidated financial statements (*Continued*)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
<b>7 Other non-current assets</b>		
Prepaid expenses	413.64	1,071.58
Deposits with Government Authorities (sales tax, income tax, cess etc.)	262.91	183.20
	<b>676.55</b>	<b>1,254.78</b>
<b>8 Inventories</b>		
Stock-in-trade	3,279.05	3,199.72
Less : Impairment of inventories	-	0.00
	<b>3,279.05</b>	<b>3,199.72</b>
Inventories are valued at lower of cost or net realisable value.		
<b>9 Current investments</b>		
Investment in government securities		
Quoted		
Investment in T-bills	1,31,809.84	1,69,173.00
Other government securities	1,01,767.19	-
	<b>2,33,577.03</b>	<b>1,69,173.00</b>
(a) Aggregate book value of quoted investments;	<b>2,33,577.03</b>	<b>1,69,173.00</b>
(b) Aggregate market value of quoted investments;	<b>2,33,577.03</b>	<b>1,69,173.00</b>
<b>10 Trade receivables</b>		
<i>Unsecured</i>		
- Considered Good	6,839.98	7,668.85
- Doubtful	1,293.80	1,552.15
Less: Loss allowance	(1,293.80)	(1,552.15)
	<b>6,839.98</b>	<b>7,668.85</b>
<b>Of the above, trade receivables from related parties are as below:</b>		
Total trade receivables from related parties	36.87	41.05
Less: Provision	-	-
Net trade receivables	<b>36.87</b>	<b>41.05</b>
<b>(Outstanding from due date of payment / from date of transaction)</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
(i) Undisputed trade receivables – considered good		
Less than 6 months	6,839.98	7,668.85
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	<b>6,839.98</b>	<b>7,668.85</b>
(ii) Undisputed trade receivables – which have significant increase in credit risk		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
(iii) Undisputed trade receivables – credit impaired		
Less than 6 months	0.27	0.96
6 months - 1 year	5.30	111.32
1-2 years	76.89	795.11
2-3 years	696.16	644.77
More than 3 years	515.17	-
	<b>1,293.79</b>	<b>1,552.15</b>

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
(iv) Disputed trade receivables – considered good		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
(v) Disputed trade receivables – which have significant increase in credit risk		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
(vi) Disputed Trade Receivables – credit impaired		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
(vii) Unbilled dues		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
	-	-
<b>Less: Provision for doubtful receivables</b>	<b>1,293.79</b>	<b>1,552.15</b>
	<b>6,839.98</b>	<b>7,668.85</b>

## 11A Cash and cash equivalents

a. Balance with banks :		
In current account	39,868.76	63,242.42
In deposits with original maturity of less than 3 months	-	-
b. Cash on hand	86.94	144.16
Less: Loss allowance	(0.01)	(0.07)
	<b>39,955.69</b>	<b>63,386.50</b>

## 11B Bank balances other than cash and cash equivalents

Deposits with Banks*	23,516.88	32,783.34
Other fixed deposits(with original maturity in excess of three months and due to mature within 12 months from the reporting date)	822.46	2,479.14
Less: Loss allowance	(0.16)	(0.48)
	<b>24,339.18</b>	<b>35,261.99</b>

\* Includes deposits of Rs. 155.26 lakhs (Previous year : Rs. 243.60 lakhs) provided against the pending litigations under Value Added Tax Act & Rs. 23490.00 lakhs (Previous Year : Rs. 20,648.71 lakhs) provided as cash collateral against borrowings).

## 12 Current financial assets - Loans

### Secured loans

#### Considered good:

Loans to MSME (Secured)	(0.00)	0.29
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#### Considered doubtful:

Loans to MSME	150.71	144.53
Less: Loss allowance	(150.71)	(144.53)

(A) (0.00) 0.29



# FINO PayTech Limited

## Notes to the consolidated financial statements (*Continued*)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
<b>Unsecured loans</b>		
<b>Considered good:</b>		
Loans to JLG groups	-	(0.00)
Loans to MSME	-	-
Loans to employees/contractual staff	16.94	6.89
Death claim receivable	-	1.21
Loans to related parties	-	-
<b>Considered doubtful:</b>		
Loans to MSME	-	-
Less: Loss allowance	-	-
Loans to JLG groups	2,153.63	2,162.50
Less: Loss allowance	(2,153.63)	(2,162.50)
Death claim receivable	-	-
Less: Loss allowance	-	-
<b>(B)</b>	<b>16.94</b>	<b>8.10</b>
<b>(A + B)</b>	<b>16.94</b>	<b>8.39</b>
<b>13 Other current financial assets</b>		
<b>Unsecured</b>		
<b>Considered good:</b>		
Security deposits	275.06	262.55
<b>Considered doubtful:</b>		
Security deposits	0.80	1.87
Less: Loss allowance	(0.80)	(1.87)
Other receivables	7,705.61	4,388.30
Less: Loss allowance	(13.35)	(18.35)
	<b>7,967.32</b>	<b>4,632.50</b>
<b>14 Other current assets</b>		
Prepaid Expenses	3,117.06	2,758.01
Security deposits	-	-
Advances to staff/agents/employees	31.45	48.19
Advance to Suppliers	13,527.44	14,686.11
Other Current Assets	4,958.45	4,685.55
Less : Provision	(1,104.19)	(938.70)
	<b>20,530.21</b>	<b>21,239.16</b>
<b>15 Share capital</b>		
Equity share capital	10,456.42	10,456.15
	<b>10,456.42</b>	<b>10,456.15</b>

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
<b>15 Share capital</b>		
<b>a Authorised :</b>		
Equity Shares of Rs.10 each		
120,000,000 (31 March 2024 : 120,000,000) Equity shares	12,000.00	12,000.00
Fully convertible Preference Shares of Rs.10 each		
50,000,000 (31 March 2024 : 50,000,000) Preference shares	5,000.00	5,000.00
<b>Total</b>	<b>17,000.00</b>	<b>17,000.00</b>
<b>b Issued and subscribed and paid up:</b>		
10,45,64,236 (31 March 2024 : 10,45,61,541 ) equity shares fully paid up*	10,456.42	10,456.15
25,27,566 (31 March 2024 : 25,27,566 ) 9.00% fully convertible preference shares of class - A fully paid up	252.76	252.76
94,85,691 (31 March 2024 : 94,85,691) 0.005% fully convertible preference shares of class - B fully paid up	948.57	948.57
1,07,75,304 (31 March 2024 : 1,07,75,304) 12.00% fully convertible preference shares of class - C fully paid up	1,077.53	1,077.53
<b>TOTAL</b>	<b>12,735.28</b>	<b>12,735.01</b>
*On consolidation, 222,318 (31 March 2024 : 2,22,318) shares held by Fino ESOP trust are reduced from share capital.		
<b>c Reconciliation of number of shares outstanding at the beginning and end of the year :</b>		
<b>Equity share :</b>		
Outstanding at the beginning of the year	10,45,61,541	10,43,98,084
Equity Shares issued during the year pursuant to exercise of ESOPs	2,695	1,63,457
Outstanding at the end of the year	10,45,64,236	10,45,61,541
<b>Preference share :</b>		
Outstanding at the beginning of the year	2,27,88,561	2,27,88,561
Preference Shares bought back during the year	-	-
Outstanding at the end of the year	2,27,88,561	2,27,88,561

### d Terms / rights attached to each classes of shares

#### 1. Rights, preferences and restrictions attached

Equity Shares : The Company has only one class of equity shares having a face value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any is subject to the approval of the shareholders in the ensuing annual general meeting except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the current year ,As per section 123 of Companies Act 2013, the Company has not declared any dividend on equity and preference shares as given below (Previous year: Nil)

The preference shareholders shall entitled to a minimum guaranteed dividend of 0.001% on the face value of the preference shares in accordance with applicable laws; and the Company shall not, after full payment of past dividend amounts, declare any dividend that is payable only to a select class of shareholders.

During the year, 2,695 (Two thousand six hundred and ninty five) Equity Shares of face value Rs. 10/- each, were issued, pursuant to exercise of ESOPs as approved by the Committee of Directors (Operations) on 15 June 2024.

Notes to the consolidated financial statements (Continued)

e Shareholders holding more than 5% shares in the Group is set out below:

Equity share	31 March 2025		31 March 2024	
	No. of Shares	% holding	No. of Shares	% holding
<b>Bharat Petroleum Corporation Limited</b>	2,79,91,070	26.77%	2,79,91,070	26.77%
<b>ICICI Prudential Life Insurance Company Ltd.</b>	1,08,33,198	10.36%	1,08,33,198	10.36%
<b>ICICI Bank Limited</b>	94,85,140	9.07%	94,85,140	9.07%
<b>Blackstone GPV Capital Partners (Mauritius) VI-B FDI Limited</b>	71,83,536	6.87%	71,83,536	6.87%
<b>HAV 3 Holdings (Mauritius) Limited*</b>	-	0.00%	71,30,737	6.82%
<b>ICICI Lombard General Insurance Company Limited</b>	59,84,658	5.72%	59,84,658	5.72%
<b>International Finance Corporation</b>	62,82,138	6.01%	62,82,138	6.01%

\*During the year, HAV3 Holding (Mauritius) Limited has transferred its entire stake to various buyers including Infinity Alternatives Growth Opportunities Fund 1 and Vivek Mundra

**Fully convertible preference shares**

	As at 31 March 2025		As at 31 March 2024	
	No. of Shares	% holding	No. of Shares	% holding
<b>Blackstone GPV Capital Partners (Mauritius) VI-B FDI Limited</b>	1,07,75,304	47.28%	1,07,75,304	47.28%
<b>HAV 3 Holdings (Mauritius) Limited**</b>	-	0.00%	65,00,566	28.53%
<b>International Finance Corporation</b>	29,68,531	13.03%	29,68,531	13.03%
<b>Intel Capital Corporation</b>	25,44,160	11.16%	25,44,160	11.16%
<b>Vivek Mundra**</b>	18,92,100	8.30%	-	0.00%
<b>Infinity Alternatives Growth Opportunities Fund 1**</b>	18,90,000	8.29%	-	0.00%

\*\*During the year, Infinity Alternatives Growth Opportunities Fund 1 and Vivek Mundra had acquired shares from HAV3 Holding (Mauritius) Limited.

f There are no promoter holding in the company for the year ended 31 March 2025 and 31 March 2024.

**g Shares reserved for issuance under stock option plans of the Group**

For details of shares reserved for issue under the employee stock option (ESOP) plan of the group, please refer note 36.

**h Terms of conversion of Fully convertible preference shares (FCPS):**

FCPS are convertible in equity shares at the option and discretion of the holders at any time into the whole or fractional number of equity shares obtained by dividing issue price of FCPS by the conversion price of INR 37, INR 48.44 and INR 79.87 for series A Preference shares, series B Preference shares and series C Preference shares respectively in accordance with the shareholders agreement. These Preference shares have been issued for the maximum period of 20 years from the date of issue. If any Preference Shares have not been converted on or prior to the expiry of the maximum period, such unconverted Preference Shares shall be compulsorily converted into equity Shares. Below is the issue date and last date for conversion for all the classes of preference shares issued :

Class of Shares	Issue Date	Last date for conversion
Class - A	8-Jun-07	7-Jun-27
Class - B	3-Dec-09	2-Dec-29
Class - C	8-Jul-11	7-Jul-31

i There is no holding/ultimate holding company of Fino Paytech Limited

Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of 5 years immediately preceding the reporting date:

In the FY 2022-23, the Company bought back 47,86,754 equity shares and 10,42,654 preference shares aggregating to 58,29,408 shares for amounting to INR 12,499.99 lakhs being 21.92% of the total paid up share capital at Rs. 214.43 per share consisting of face value of Rs. 10 each including at a premium of INR 204.43 lakhs. The equity and preference shares bought back were extinguished on 12 November 2022.

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
<b>16 Other Equity</b>		
Securities premium reserve	73,905.50	73,892.30
Statutory reserve	5,757.51	4,198.31
ESOP reserve	2,784.07	1,880.37
Investment fluctuation reserve	3,505.95	2,540.46
Retained earnings	(34,457.73)	(39,281.17)
Debt instrument through OCI	183.59	105.56
Equity instrument through OCI	(277.38)	17.93
Capital Redemption Reserve	582.94	582.94
	<b>51,984.45</b>	<b>43,936.69</b>
<b>Securities premium reserve</b>		
Opening balance	73,892.30	73,834.85
Additions during the year	13.20	57.45
<b>Closing balance</b>	<b>73,905.50</b>	<b>73,892.30</b>
<b>Statutory reserve</b>		
Opening balance	4,198.31	2,581.58
Additions during the year	-	1,616.73
Transferred to retained earnings	1,559.20	-
<b>Closing balance</b>	<b>5,757.51</b>	<b>4,198.31</b>
<b>ESOP reserve</b>		
Opening balance	1,880.37	1,520.04
ESOP expense recognised under fair value approach	931.86	
ESOP lapsed	(23.59)	
Additions during the year	(4.57)	360.33
<b>Closing balance</b>	<b>2,784.07</b>	<b>1,880.37</b>
<b>Investment fluctuation reserve</b>		
Opening balance	2,540.46	1,800.94
Additions during the year	965.48	739.52
<b>Closing balance</b>	<b>3,505.95</b>	<b>2,540.46</b>
<b>Retained earnings</b>		
Opening balance	(39,281.17)	(42,948.69)
Net profit for the year	7,382.26	5,941.36
ESOP lapsed	23.59	-
Transfer to Statutory and investment fluctuation reserve	(2,524.68)	(2,356.26)
Movement in retained earnings for non-controlling interest	-	121.87
Remeasurements of defined benefit liability / (asset) (net of tax)	(57.73)	(39.46)
<b>Closing balance</b>	<b>(34,457.73)</b>	<b>(39,281.17)</b>
<b>Other comprehensive income</b>		
Debt instrument through OCI	105.56	(78.92)
Increase/(Decrease) during the year	78.03	184.47
<b>Closing balance</b>	<b>183.59</b>	<b>105.56</b>
<b>Equity instrument through OCI</b>		
As per Last Balance Sheet	17.93	17.93
Increase/(Decrease) during the year	(295.31)	-
<b>Closing Balance</b>	<b>(277.38)</b>	<b>17.93</b>
<b>Capital Redemption Reserve</b>		
Opening balance	582.94	582.94
Additions during the year	-	-
<b>Closing balance</b>	<b>582.94</b>	<b>582.94</b>
	<b>51,984.45</b>	<b>43,936.69</b>

# FINO PayTech Limited

## Notes to the consolidated financial statements (*Continued*)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
<b>17 Non-current financial liabilities - Borrowings</b>		
<b>Unsecured</b>		
Subordinated debt (Non-convertible debenture)	-	1,995.45
	<u>-</u>	<u>1,995.45</u>
<b>Unsecured loan :</b>		
On 15 May 2024, subordinated debt of Rs. 2,000 lakhs previously issued at an interest rate of 14.50% p.a. has been repaid in a single bullet payment, including interest.		
<b>18 Lease liabilities - Non-current</b>		
Lease liabilities	2,810.19	3,180.36
	<u>2,810.19</u>	<u>3,180.36</u>
<b>19 Non current liabilities - Provisions</b>		
<b>Provision for employee benefits</b>		
Gratuity [Refer note 37]	1,193.73	1,013.72
Compensated Absences [Refer note 37]	86.20	76.16
<b>Other provision :</b>		
Provision for litigation *	234.64	234.64
	<u>1,514.57</u>	<u>1,324.52</u>
* During the year ended 31 March 2011, Navi Mumbai Municipal Corporation (NMMC) raised a demand of INR 102.20 lakhs towards cess on purchases within the NMMC jurisdiction and INR 132.00 lakhs in UP VAT Case in FY 23-24.		
<b>20 Other non-current liabilities</b>		
Contract liability	-	0.32
	<u>-</u>	<u>0.32</u>
<b>21 Current financial liabilities - Borrowings</b>		
<b>Secured</b>		
Loans repayable on demand from banks*	83,945.72	71,284.56
	<u>83,945.72</u>	<u>71,284.56</u>

\*Over draft facilities from banks are taken at an interest rate ranging from 6.83% to 10.95% p.a. (previous year : 6.50 % to 10.85 % p.a) and the same are secured against cash collaterals.

# FINO PayTech Limited

## Notes to the consolidated financial statements (*Continued*)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
<b>22 Trade and other payables</b>		
Dues to Micro, Small and Medium Enterprises	4.52	3.37
Others	1,074.98	714.71
	<b>1,079.50</b>	<b>718.08</b>

Disclosure of outstanding dues of micro and small enterprise under trade payables is based on the information available with the Group regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group and has been relied upon by the auditors. There is no undisputed amount overdue as on 31 March 2025, to micro and small enterprises on account of principal or interest.

Particulars (Outstanding from due date of payment / from date of transaction)	As at 31 March 2025	As at 31 March 2024
<b>(i) MSME</b>		
Less than 1 year	4.52	3.29
1-2 years	-	0.08
2-3 years	-	-
More than 3 years	-	-
	<b>4.52</b>	<b>3.37</b>
<b>(ii) Others</b>		
Less than 1 year	978.79	418.25
1-2 years	5.47	85.91
2-3 years	60.26	11.67
More than 3 years	30.46	198.88
	<b>1,074.98</b>	<b>714.71</b>
<b>(iii) Disputed dues - MSME</b>		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	<b>-</b>	<b>-</b>
<b>(iv) Disputed dues – Others</b>		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	<b>-</b>	<b>-</b>
<b>(v) Accruals</b>		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	<b>-</b>	<b>-</b>
	<b>1,079.50</b>	<b>718.08</b>

## 23 Lease liabilities - Current

Lease liabilities	990.13	902.28
	<b>990.13</b>	<b>902.28</b>

## 24 Current - Other financial liabilities

Unpaid dividends	7.04	7.04
Interest accrued but not due on deposits	66.99	50.65
Interest accrued but not due on borrowings	52.38	40.97
Deposit collected from agents	3.85	3.80
Deposit from customers	1,94,111.65	1,41,421.01
Collections payable on loan securitised	0.76	0.70
Payable on account of BC business	109.18	109.69
Employee benefits payable	11.03	4.34
Outstanding expenses	831.43	895.25
Other payables	41,766.64	51,370.11
	<b>2,36,960.95</b>	<b>1,95,901.45</b>

# FINO PayTech Limited

## Notes to the consolidated financial statements (*Continued*)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

	31 March 2025	31 March 2024
<b>25 Other current liabilities</b>		
Advances from customers	-	-
Statutory dues payables (includes Professional Tax, ESIC, Provident Fund, Withholding Taxes, etc.)	376.99	1,033.55
Deferred revenue	0.33	2.23
Other current liabilities	19,657.22	7,401.93
	<b>20,034.54</b>	<b>8,437.73</b>
<b>26 Current liabilities - Provisions</b>		
<b>Provision for employee benefits</b>		
Gratuity [Refer note 37]	441.28	423.05
Bonus payable	1,757.76	1,127.48
Compensated absences [Refer note 37]	45.20	42.56
<b>Other provision :</b>		
Provision for expected loss on performance security	242.60	242.60
	<b>2,486.84</b>	<b>1,835.68</b>

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>27 Revenue from operations</b>		
<b>A. Sale of goods</b>		
Cards and devices	81.29	255.21
<b>B. Rendering of services</b>		
Enrollment income	28,189.72	27,346.19
Commission, exchange, brokerage	1,20,426.90	97,612.90
Interest income on portfolio loans	30.52	50.51
Disbursement charges	1,874.69	946.43
Other services	14,712.54	7,566.42
Interest on fixed deposits	67.17	153.53
<b>Total revenue from operations</b>	<b>1,65,382.83</b>	<b>1,33,931.18</b>
<b>28 Other income</b>		
Interest received on financial assets carried at amortised cost		
Deposits with banks	4,881.05	3,717.30
Other interest income	163.25	333.22
Government securities	2,285.44	357.05
T-bills	13,054.38	11,091.05
Profit / (loss) on sale of fixed assets (net)	3.21	-
Gain on disposal of ROU asset	8.32	19.23
Other miscellaneous income	459.08	290.50
Write back of liabilities	205.18	-
<b>Total other income</b>	<b>21,059.91</b>	<b>15,808.34</b>
<b>29 Purchase of goods and services</b>		
<b>Purchase of goods:</b>		
Cards and devices	2,036.24	147.59
Other direct cost	220.17	448.18
<b>Purchase of services:</b>		
Sourcing charges	15,443.91	14,352.88
BC Partner Commission	76,193.89	56,649.29
Interchange Expenses	10,483.25	8,824.84
NPCI Switching Fees	4,754.06	4,510.90
Enrollment expenses	-	-
Others	2,332.82	2,130.52
<b>Total purchases of goods and services</b>	<b>1,11,464.34</b>	<b>87,064.19</b>
<b>30 Changes in inventories of stock-in-trade and work-in-progress</b>		
<b>Opening Stock :</b>		
Traded goods	3,199.71	4,185.62
Work-in-progress	-	-
<b>Closing Stock:</b>		
Traded goods	3,279.05	3,199.71
<b>Purchases</b>	-	-
<b>Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
Traded goods	(79.34)	985.92
Work-in-progress	-	-
Less : Provision	-	-
<b>Changes in inventories of stock-in-trade and work-in-progress</b>	<b>(79.34)</b>	<b>985.92</b>



# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>31 Employee benefit expense</b>		
Salaries and wages	18,686.33	16,560.98
Contribution to provident and other funds	1,022.31	1,039.76
Share based payment expenses	1,242.46	471.52
Staff welfare expenses	466.10	354.50
<b>Employee benefit expense</b>	<b>21,417.20</b>	<b>18,426.75</b>
<b>32 Finance costs</b>		
Interest on borrowings measured at amortised cost	6,101.32	5,426.36
Other borrowing costs	-	4.43
Interest on unwinding of lease liability	403.04	363.20
<b>Finance costs</b>	<b>6,504.36</b>	<b>5,793.99</b>
<b>33 Other expenses</b>		
Repairs and maintenance:		
- Others	495.99	345.75
Rent	679.34	759.92
Rates and taxes	2.03	290.43
Insurance	783.56	747.39
Power and fuel	38.15	61.37
Communication cost	4,174.08	2,242.87
Infrastructure cost	0.01	0.07
Commission and brokerage	1.63	5.28
Bank charges	34.21	0.95
Travelling and conveyance	1,633.47	1,352.27
Training expenses	59.75	50.65
Legal and professional charges	6,432.92	5,760.14
Stationery & printing expenses	290.27	273.61
Net loss on disposal of fixed assets	35.89	-
Bad Trade Receivables / Advances / Deposits written off	302.62	-
Directors sitting fees	20.75	19.25
- Statutory audit	91.40	93.54
Provision for doubtful debts and advances	(261.42)	313.16
ECL on security deposit written (back) / off	(12.72)	26.67
Provision for loan losses expenses	(5.09)	(16.82)
Advertisement, publicity and sales promotion expenses	1,203.90	953.88
Miscellaneous expenses	8,368.73	7,135.39
	<b>24,369.47</b>	<b>20,415.79</b>

**Notes to the consolidated financial statements (Continued)**

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**34 Financial instruments – fair values and risk management****A. Accounting classification and fair values**

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 March 2025	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets measured at fair value</b>								
Non-current investments								
Equity instruments	-	144.14	-	144.14	-	-	144.14	144.14
Debt instruments	-	5,147.98	-	5,147.98	5,147.98	-	-	5,147.98
Current investments	-	2,33,577.03	-	2,33,577.03	2,33,577.03	-	-	2,33,577.03
<b>Financial assets not measured at fair value</b>								
<b>Non current financial assets</b>								
Non current investments	-	-	0.35	0.35	-	-	0.35	0.35
Loans								
Loans to JLG groups	-	-	0.00	0.00	-	-	-	-
Loans to MSME	-	-	-	-	-	-	-	-
Other non current financial assets	-	-	58,551.42	58,551.42	-	-	-	-
<b>Current financial assets</b>								
Trade receivables	-	-	6,839.98	6,839.98	-	-	-	-
Cash and cash equivalents	-	-	39,955.69	39,955.69	-	-	-	-
Other bank balances	-	-	24,339.18	24,339.18	-	-	-	-
Loans								
Loans to JLG groups	-	-	-	-	-	-	-	-
Loans to MSME	-	-	(0.00)	(0.00)	-	-	-	-
Loans to employees	-	-	16.94	16.94	-	-	-	-
Others	-	-	-	-	-	-	-	-
Other current financial assets	-	-	7,967.32	7,967.32	-	-	-	-
	-	2,38,869.15	1,37,670.87	3,76,540.02	2,38,725.01	-	144.49	2,38,869.50
<b>Financial liabilities not measured at fair value</b>								
Long term borrowings	-	-	-	-	-	-	-	-
Short term borrowings	-	-	83,945.72	83,945.72	-	-	-	-
Lease liability	-	-	3,800.33	3,800.33	-	-	-	-
Trade and other payables	-	-	1,079.49	1,079.49	-	-	-	-
Other current financial liabilities	-	-	2,36,960.95	2,36,960.95	-	-	-	-
	-	-	3,25,786.50	3,25,786.50	-	-	-	-

(1) Assets that are not financial assets such as receivables from statutory authorities, prepaid expenses, advances paid etc. are not included.

(2) Other liabilities that are not financial liabilities such as statutory dues payable, deferred revenue, advances from customers and certain other accruals etc. are not included.

(3) There are no level 2 items.

(4) Group has not taken any derivative instrument.

**Notes to the consolidated financial statements (Continued)**

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**34 Financial instruments – fair values and risk management (Continued)****A. Accounting classification and fair values (Continued)**

	Carrying amount				Fair value			
31 March 2024	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets measured at fair value</b>								
Non-current investments								
Equity instruments	-	522.01	-	522.01	-	-	522.01	522.01
Debt instruments	-	5,027.05	-	5,027.05	5,027.05	-	-	5,027.05
Current investments	-	1,69,173.00	-	1,69,173.00	1,69,173.00	-	-	1,69,173.00
<b>Financial assets not measured at fair value</b>								
<b>Non current financial assets</b>								
Non current investments	-	-	0.35	0.35	-	-	0.35	0.35
Loans								
Loans to JLG groups	-	-	0.00	0.00	-	-	0.00	0.00
Loans to MSME	-	-	(0.58)	(0.58)	-	-	(0.58)	(0.58)
Other non current financial assets	-	-	21,848.04	21,848.04	-	-	-	-
<b>Current financial assets</b>								
Trade receivables	-	-	7,668.85	7,668.85	-	-	-	-
Cash and cash equivalents	-	-	63,386.50	63,386.50	-	-	-	-
Other bank balances	-	-	35,261.99	35,261.99	-	-	-	-
Loans								
Loans to JLG groups	-	-	(0.00)	(0.00)	-	-	-	-
Loans to MSME	-	-	0.29	0.29	-	-	-	-
Loans to employees	-	-	6.89	6.89	-	-	-	-
Others	-	-	1.21	1.21	-	-	-	-
Other current financial assets			4,632.50	4,632.50	-	-	-	-
	-	1,74,722.06	1,32,806.05	3,07,528.11	1,74,200.06	-	521.77	1,74,721.83
<b>Financial liabilities not measured at fair value</b>								
Long term borrowings	-	-	1,995.45	1,995.45	-	-	-	-
Short term borrowings	-	-	71,284.56	71,284.56	-	-	-	-
Lease liability	-	-	4,082.64	4,082.64	-	-	-	-
Trade and other payables	-	-	718.08	718.08	-	-	-	-
Other current financial liabilities	-	-	1,93,903.56	1,93,903.56	-	-	-	-
	-	-	2,71,984.28	2,71,984.28	-	-	-	-

(1) Assets that are not financial assets such as receivables from statutory authorities, prepaid expenses, advances paid etc. are not included.

(2) Other liabilities that are not financial liabilities such as statutory dues payable, deferred revenue, advances from customers and certain other accruals etc. are not included.

(3) There are no level 2 items.

(4) Group has not taken any derivative instrument.

**Notes to the consolidated financial statements (Continued)**

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**34 Financial instruments – Fair values and risk management (Continued)**

**B. Measurement of fair values**

Valuation techniques and significant unobservable inputs

- i. Fair value of cash and bank balances, loans to employees, trade and other short term receivables, trade payables, other current liabilities etc. approximate their carrying amounts largely due to short term maturities of these instruments.
- ii. The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

**Financial instruments measured at fair value**

Type	Valuation technique
Fixed rates long term borrowings	The valuation model considers present value of expected payments discounted using an appropriate discounting rate.
Investment in equity instruments	For valuation of investment in equity instruments, discounted cash flow method is used to capture the present value of expected future economic benefits. Under the discounting cash flow method, the net cash flows expected to be generated are discounted using weighted average cost of capital.
Security deposits	The valuation model considers present value of expected payments discounted using the Government of India bond rate for the remaining maturity of the instrument.
Loans to JLG groups and MSME	The valuation model considers present value of expected payments discounted using an appropriate discounting rate.

Sensitivity analysis on level 3 fair values

For the year ended 31 March 2025, fair value of investment in equity instrument of TAP Smart Data Information Services Pvt. Ltd. has been determined based on issue price of the latest equity shares issued by the investee.

**C. Financial risk management**

The Group has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

**i. Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors from time to time provide guidance to the management on overall risk framework and implementation of risk policy.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

**Notes to the consolidated financial statements (Continued)**

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**34 Financial instruments – Fair values and risk management (Continued)**

**C. Financial risk management (Continued)**

**Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

**Exposure to interest rate risk**

Group's interest rate risk arises from borrowings. The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

	31 March 2025	31 March 2024
<b>Borrowings</b>		
Fixed rate borrowings	83,945.72	73,260.45
Variable rate borrowings	-	19.56
<b>Total</b>	<b>83,945.72</b>	<b>73,280.01</b>

**Fair value sensitivity analysis for fixed-rate instruments**

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**Cash flow sensitivity analysis for variable-rate instruments**

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit / (loss)		Equity (net of tax)	
	100 bp increase	100 bp increase	100 bp increase	100 bp increase
<b>31 March 2025</b>				
Variable-rate instruments	-	-	-	-
<b>Cash flow sensitivity (net)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>31 March 2024</b>				
Variable-rate instruments	(0.20)	0.20	(0.15)	0.15
<b>Cash flow sensitivity (net)</b>	<b>(0.20)</b>	<b>0.20</b>	<b>(0.15)</b>	<b>0.15</b>

The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### Inputs considered in the ECL model:

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Group's historical experience, expert credit assessment and including forward looking information.

In assessing the impairment of loan assets under Expected Credit Loss (ECL) Model, the loans have been segmented into three stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial instrument.

The Group categorises loan assets into stages based on the days past due status.

- Stage 1: 0-30 days past due
- Stage 2: 31- 90 days past due
- Stage 3: More than 90 days past due

### Assumption considered in the ECL model:

- "Loss given default" (LGD) is an estimate of loss from a transaction given that a default occurs. However in absence of such data we have used proxy rate as prescribed by regulatory authority.
- "Probability of default" (PD) is defined as the probability of whether the borrowers will default on their obligations in the future. For assets which are in Stage 1, a 12 month PD is required. For Stage 2 assets a lifetime PD is required while Stage 3 assets are considered to have a 100% PD.
- "Exposure at default" (EAD) represents the expected exposure in the event of a default and is the gross carrying amount in case of the financial assets held by the Group.

### Estimation techniques:

The Lending business has applied the following estimation technique for ECL model:

- The probability of default is computed using a "roll rate" method based on the probability of receivable progressing through successive stages based on past portfolio
- Loss given default is calculated at the rate prescribed by regulatory authority.
- For FLDGs placed for BC Lending business, the ECL shall be calculated as lower of :
  1. ECL on the underlying loan portfolio
  2. Amount of FLDGs provided

### Forward looking information:

The group incorporates forward looking information into both assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of a variety of external actual and forecast information, the group forms a 'base case' view of the future direction of relevant economic variables such as real GDP, private consumption, domestic demand and money supply as well as a representative range of other possible forecast scenarios. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes.

### Assessment of significant increase in credit risk:

The credit risk on a financial asset of the group are assumed to have increased significantly since initial recognition when contractual payments are more than 30 days past due. Accordingly the financial assets shall be classified as Stage 2, if on the reporting date, it has been 30 days past due.

### Definition of default:

A default on a financial asset is when the counterparty fails to make the contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which the group operates and other micro-economic factors. Accordingly the financial assets shall be classified as Stage 3, if on the reporting date, it has been 90 days past due.

### Ageing analysis

The following tables show the ageing of loans & receivables:

Trade Receivables	31 March 2025	31 March 2024
Less than 180 days	6,839.98	7,668.85
More than 180 days	1,293.80	1,552.15
<b>Closing balance</b>	<b>8,133.78</b>	<b>9,221.01</b>

JLG Loans	31 March 2025	31 March 2024
Stage 1	-	-
Stage 2	-	-
Stage 3	2,153.69	2,162.56
<b>Closing balance</b>	<b>2,153.69</b>	<b>2,162.57</b>

**Notes to the consolidated financial statements (Continued)**

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**34 Financial instruments – fair values and risk management (Continued)**

**C. Financial risk management (Continued)**

**ii. Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances.

The following financial assets represents the maximum credit exposure:

	<b>Financial assets</b>	
	<b>31 March 2025</b>	<b>31 March 2024</b>
<b>Loans to JLG</b>	2,153.69	2,162.56
<b>Trade receivables</b>	8,133.78	9,221.01
	<b>10,287.47</b>	<b>11,383.56</b>

**a. Trade receivables**

Concentration of credit risk with respect to trade receivables are limited, due to the Group's customer base being diverse. All trade receivables are reviewed and assessed for default on a periodic basis. The Group does not hold any collaterals as security.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. Accordingly, the Group makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals. Concentration of credit risk with respect to trade receivables are limited, due to the Group's customer base being diverse. All trade receivables are reviewed and assessed for default on a periodic basis. The Group does not hold any collaterals as security.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

**b. Credit risk related to financial services (NBFC) business**

The maximum exposure to the credit risk at the reporting date is primarily from loans to Joint Liability Groups (JLG), loans to Micro, Small and Medium Enterprises (MSME) and other loans and advances (such as Mobile Loans, security deposits, FLDG placed for borrowings and securitisation, death claim receivable etc.) as mentioned below. Both trade receivables and other loans and advances are unsecured.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group offers any loan.

**Credit concentration and collaterals held:**

The group does not hold any collaterals against any of its credit exposures.

In case of loans to MSMEs, collateral is generally comprised of mortgage of immovable property of the MSME borrowers to cover any shortfall in outstanding loan principal and accrued interest. Such mortgage of immovable property provides a secondary source of repayment of funds advanced in the event that a customer cannot meet their contractual repayment obligations. The Loan to Value (LTV) of such loans is generally in the range of 35% to 70%.

The group evaluates the concentration of risk with after considering factors such as the geographical spread of its operations, the limit on lending to a single borrower and the past history of borrowers. The risk of concentration to credit risk is not considered to be significant with respect to loans made to the Joint Liability Group comprising women living in rural areas of India. The group's operations are spread out across 6 states in India with no concentration in any single area within a particular state.

**Notes to the consolidated financial statements (Continued)**

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**34 Financial instruments – fair values and risk management (Continued)**

**C. Financial risk management (Continued)**

MSME & other loans	31 March 2025	31 March 2024
Stage 1	-	19.92
Stage 2	-	5.51
Stage 3	356.67	324.78
<b>Closing balance</b>	<b>356.67</b>	<b>350.21</b>

**Loss allowance**

The following table shows movement in the loss allowance in respect of trade receivables:

	31 March 2025	31 March 2024
<b>Trade receivables</b>		
<b>Opening balance</b>	<b>1,552.15</b>	<b>1,187.71</b>
Net impairment loss recognised	(258.35)	364.44
Balance written back	-	-
<b>Closing balance</b>	<b>1,293.80</b>	<b>1,552.15</b>

**Loss allowance**

The following table shows reconciliations from the opening to the closing balance of the loss allowance:

	12-month ECL	Lifetime ECL not credit-impaired	Lifetime ECL credit-impaired	Total
<b>Loans to joint liability groups</b>				
<b>Balance as at 31 March 2023</b>	<b>0.03</b>	<b>2.47</b>	<b>2,208.46</b>	<b>2,210.94</b>
Transfer to 12 month ECL	-	-	-	-
Transfer to Lifetime ECL not credit impaired	-	-	-	-
Transfer to Lifetime ECL credit impaired	-	-	-	-
Net remeasurement of loss allowance	(0.03)	(2.47)	(45.90)	(48.39)
New financial assets originated or purchased	-	-	-	-
Financial assets that have been derecognised	-	-	-	-
<b>Balance as at 31 March 2024</b>	<b>(0.00)</b>	<b>0.00</b>	<b>2,162.57</b>	<b>2,162.55</b>
Transfer to 12 month ECL	-	-	-	-
Transfer to Lifetime ECL not credit impaired	-	-	-	-
Transfer to Lifetime ECL credit impaired	-	-	-	-
Net remeasurement of loss allowance	-	-	(8.86)	(8.86)
New financial assets originated or purchased	-	-	-	-
Financial assets that have been derecognised	-	-	-	-
<b>Balance as at 31 March 2025</b>	<b>(0.00)</b>	<b>0.00</b>	<b>2,153.71</b>	<b>2,153.69</b>



**Notes to the consolidated financial statements (Continued)**

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**34 Financial instruments – fair values and risk management (Continued)**

**C. Financial risk management (Continued)**

	12-month ECL	Lifetime ECL not credit-impaired	Lifetime ECL credit-impaired	Total
<b>Loans to MSME</b>				
<b>Balance as at 31 March 2023</b>	<b>1.47</b>	<b>6.67</b>	<b>322.66</b>	<b>330.80</b>
Transfer to 12 months ECL	-	-	-	-
Transfer to Lifetime ECL not credit impaired	-	-	-	-
Transfer to Lifetime ECL credit impaired	-	-	-	-
Net remeasurement on account of interest exposure	0.03	0.53	-	0.57
Net remeasurement of loss allowance	18.42	(1.69)	2.23	18.96
New financial assets originated or purchased	-	-	-	-
<b>Balance as at 31 March 2024</b>	<b>19.92</b>	<b>5.51</b>	<b>324.88</b>	<b>350.32</b>
Transfer to 12 months ECL	-	-	-	-
Transfer to Lifetime ECL not credit impaired	-	-	-	-
Transfer to Lifetime ECL credit impaired	-	-	-	-
Net remeasurement on account of interest exposure	-	-	5.00	5.00
Net remeasurement of loss allowance	(19.93)	(5.51)	26.79	1.35
New financial assets originated or purchased	-	-	-	-
<b>Balance as at 31 March 2025</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>356.66</b>	<b>356.67</b>

<b>FLDGs placed for BC lending</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
Opening balance	242.60	242.60
Net Impairment loss recognised	-	-
Balance written back	-	-
<b>Closing balance</b>	<b>242.60</b>	<b>242.60</b>

\*First Loss Default Guarantee is provided to Fino Finance Private Limited for the BC (Business correspondent) business.

<b>Other advances</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
Opening balance	29.53	19.46
Net Impairment loss recognised	-	-
Balance written back	(8.93)	10.07
<b>Closing balance</b>	<b>20.59</b>	<b>29.53</b>

'12 month ECL' and 'Lifetime ECL not impaired' are collectively assessed. 'Lifetime ECL credit impaired' are individually assessed. Loans which are written off continue to be subject to enforcement activity.

**Significant changes in gross carrying value that contributed to change in loss allowance:**

The lending business mostly provides loans to joint liability groups in rural areas which have significantly increased on a year on year basis and hence contributed to the change in loss allowance.

**Credit concentration and collaterals held:**

The group does not hold any collaterals against any of its credit exposures.

In case of loans to MSMEs, collateral is generally comprised of mortgage of residential house property of the MSME borrowers to cover any shortfall in outstanding loan principal and accrued interest. Such mortgage of residential house property provides a secondary source of repayment of funds advanced in the event that a customer cannot meet their contractual repayment obligations. The Loan to Value (LTV) of such loans is generally in the range of 35% to 40%.

The group evaluates the concentration of risk with after considering factors such as the geographical spread of its operations, the limit on lending to a single borrower and the past history of borrowers. The risk of concentration to credit risk is not considered to be significant with respect to loans made to the Joint Liability Group comprising women living in rural areas of India. The group's operations are spread out across 4 states in India with no concentration in any single area within a particular state.

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 34 Financial instruments – Fair values and risk management (Continued)

#### C. Financial risk management (Continued)

##### iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

##### Maturity profile of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

31 March 2025	Carrying amount	Total	Less than 6 months	Contractual cash flows			
				6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Working capital loans from banks	83,945.72	83,945.72	83,945.72	-	-	-	-
Subordinated debt	-	-	-	-	-	-	-
Trade and other payables	1,079.49	1,079.49	1,079.49	-	-	-	-
Other current financial liabilities	2,36,960.96	2,36,960.96	2,36,960.96	-	-	-	-
Lease liabilities	3,800.33	3,908.58	520.26	522.39	1,039.67	1,447.32	378.94

Contractual cash flows							
31 March 2024	Carrying amount	Total	Less than 6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Working capital loans from banks	71,284.56	71,284.56	71,284.56	-	-	-	-
Subordinated debt	1,995.45	1,995.45	1,995.45	-	-	-	-
Trade and other payables	718.08	718.08	718.08	-	-	-	-
Other current financial liabilities	1,93,903.55	1,93,903.55	1,93,903.55	-	-	-	-
Lease liabilities	4,082.64	3,534.92	437.99	414.45	709.34	1,569.37	403.77

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 34 Financial instruments – Fair values and risk management (Continued)

#### C. Financial risk management (Continued)

##### iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

##### Currency risk

The Group is exposed to currency risk on account of its trade receivables in foreign currency. The functional currency of the Group is Indian Rupee i.e. INR.

##### Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at 31 March 2025, 31 March 2024 are as below:

	31 March 2025 USD	31 March 2025 EURO	31 March 2025 BDT
<b>Financial assets</b>			
Cash and cash equivalents	-	-	-
Trade and other receivables	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
<b>Financial liabilities</b>			
Trade and other payables	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>

	31 March 2024 USD	31 March 2024 EURO	31 March 2024 BDT
<b>Financial assets</b>			
Cash and cash equivalents	-	-	-
Trade and other receivables	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
<b>Financial liabilities</b>			
Trade and other payables	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 34 Financial instruments – Fair values and risk management (Continued)

#### C. Financial risk management (Continued)

##### iv. Market risk (Continued)

The following significant exchange rates have been applied during the year.

	Year-end spot rate	
	31 March 2025	31 March 2024
USD 1	NA	NA
EUR 1	NA	NA
BDT 1	NA	NA

##### Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against the foreign currencies at 31 March would have affected the measurement of financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Profit / (loss)		Equity (net of tax)	
	Strengthening	Weakening	Strengthening	
<b>31 March 2025</b>				
USD - 3% Movement	-	-	-	-
EUR - 3% Movement	-	-	-	-
BDT -3% Movement	-	-	-	-
	-	-	-	-

	Profit / (loss)		Equity (net of tax)	
	Strengthening	Weakening	Strengthening	
<b>31 March 2024</b>				
USD - 1% Movement	-	-	-	-
EUR - 3% Movement	-	-	-	-
	-	-	-	-

## Notes to the consolidated financial statements *(Continued)*

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 35 Capital Management

For the purpose of the Group's capital management, capital includes issued capital and other equity reserves . The the Group's objective when managing capital are to :

- a) maximise shareholders value and provide benefit to stakeholders and
- b) maintain an optimal capital structure to reduce the cost of capital,

The Group monitors capital using Adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total liabilities (non-current and current liability) less cash and cash equivalent. Equity comprises of all components of equity.

	31 March 2025	31 March 2024
Total liabilities	3,52,617.69	2,86,123.83
<b>Gross Debt</b>	<b>3,52,617.69</b>	<b>2,86,123.83</b>
Less - Cash and Cash Equivalents	(39,955.69)	(63,386.50)
<b>Adjusted Net debt</b>	<b>3,12,661.99</b>	<b>2,22,737.33</b>
Total equity	83,230.91	72,555.37
Adjusted Net debt to equity ratio	3.76	3.07

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

Currency: Indian Rupees in lakhs

### 36 Share-based payment arrangements:

#### 1. ESOP scheme under Fino Paytech Limited

##### A. Description of share-based payment arrangements

##### i. Share option programs (equity-settled)

The Company has only one Employee Stock Option Plan ESOP II 2007 ('Plan') in force for a total grant of 2,34,63,000 options across the various schemes under the said plan. The plan provides that the Company's employees are granted an option to acquire equity shares of the Company that vests in a graded manner. During the current year an amendment has been made to the employee stock option scheme with reference to exercise of vested option by option grantee's nominee or legal heirs in case of death of option holder in accordance with which, all vested options may be exercised by the option grantee's nominee or legal heirs immediately after, but in no event later than five years from the date of death of the option holder. This amendment has come into force from 24 May 2017.

##### ESOP

Grant Date	No. of Options	Exercise Price	Vesting Period (years)	Vesting Conditions
01-Jan-07	21,35,000	10.00	2 to 5	At the end of 1 year Nil and 25% of options at the end of years 2, 3, 4 and 5 respectively.
03-Sep-07	13,45,000	20.00	2 to 5	At the end of 1 year Nil and 25% of options at the end of years 2, 3, 4 and 5 respectively.
01-Sep-08	18,70,000	20.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Apr-09	32,65,000	20.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Aug-10	30,35,000	30.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Oct-11	23,66,500	75.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Mar-12	82,500	75.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Aug-12	18,94,000	80.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Mar-14	2,00,000	80.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
06-Feb-15	25,00,000	80.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Jul-15	75,000	80.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Dec-15	10,00,000	80.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
15-Apr-16	10,000	70.64	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Dec-16	50,000	70.64	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
16-Aug-17	19,95,000	100.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
03-Apr-18	1,00,000	100.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Aug-18	2,55,000	105.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
30-Aug-18	50,000	105.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Mar-19	2,55,000	105.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively
01-Jul-19	9,80,000	100.00	1 to 4	25% of the options at the end of years' 1 2 3 and 4 respectively

The valuation per share as on 31 March 2025 was INR 115.46 derived by registered valuer. During the current year, 2,695 shares were exercised in form of ESOPs.

Share options outstanding at the end of the period have the following exercise price. As per the ESOP scheme-II 2007, while in employment the employee can exercise the vested options till the time it is listed in a stock exchange and three years from the date of vesting. Additionally, in the case of resignation/termination, all the vested options as on the last working day of the employee shall be exercisable before the expiry of three years from the his/ her last working day. Hence, the contractual life of the options is not determinable.

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

Currency: Indian Rupees in lakhs

### 36 Share-based payment arrangements: (Continued)

Grant date	Exercise price	Share options 31 March 2025	Share options 31 March 2024
03-Sep -07 to 01-Apr-09	20	2,97,455	2,97,455
01-Aug-10	30	3,34,098	3,34,098
01-Oct-11 to 01-Mar-12	75	4,36,125	4,36,125
01-Aug-12 to 01-Jul-15	80	11,68,981	13,12,681
1-Dec-15 to 15-Apr-16	71	88,015	5,389
16-Aug-17 to 03-Apr-18	100	8,82,474	9,67,156
01-Aug-18 to 01-Mar-19	105	3,30,277	3,33,870
01-Jul-19	100	5,68,825	5,69,724

### B. Measurement of fair values

#### i. Equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using the Black-Scholes formula. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value. The requirement that the employee has to save in order to purchase shares under the share purchase plan has been incorporated into the fair value at grant date by applying a discount to the valuation obtained. The discount has been determined by estimating the probability that the employee will stop saving based on historical behaviour. The company has granted no options during financial year 2024-25 and 2023-24.

	31 March 2025	31 March 2024
Grant date	Nil	Nil
Fair value at grant date	Nil	Nil
Share price at grant date	Nil	Nil
Exercise price	Nil	Nil
Expected volatility (weighted-average)	Nil	Nil
Expected life (weighted-average)	Nil	Nil
Expected dividends	Nil	Nil
Risk-free interest rate (based on government bonds)	Nil	Nil

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

Currency: Indian Rupees in lakhs

### 36 Share-based payment arrangements: (Continued)

#### C. Reconciliation of outstanding share options

Activity in the options outstanding under the employee's stock option scheme.

Particulars	31 March 2025		31 March 2024	
	Average exercise price per share per option	Number of options	Average exercise price per share per option	Number of options
Options outstanding as at the beginning of the year	80.30	42,56,498	78.97	44,19,955
Add: Options granted during the year	-	-	-	-
Less: Options exercised during the year	86.67	2,695	44.40	1,63,457
Less: Options lapsed during the year	90.38	1,47,553	-	-
Less : Options surrendered during the year	-	-	-	-
Options outstanding as at the year end	79.93	41,06,250	80.30	42,56,498
Options exercisable as at the year end	79.93	41,06,250	80.30	42,56,498

#### D. Expenses arising from share based payment transactions

The total expenses arising from share based payment transactions recognised profit or loss as part of employee benefit expenses is Nil (31 March 2024 : INR 31.64 lakhs).

### 2. Fino Payments Bank (FPB)

#### Share option programs (equity-settled)

#### 1. ESOP scheme under Fino Payments Bank Limited

##### A. Description of share-based payment arrangements

##### i. Share option programs (equity-settled)

The Company has two Employee Stock Option Plan ESOP I 2021 ('Plan') & ESOP II 2024 ('Plan') in force for a total grant of 24,47,820 options across the various schemes under the said plan. The plan provides that the Company's employees are granted an option to acquire equity shares of the Company that vests in a graded manner.

#### ESOP

Grant Date	No. of Options	Exercise Price	Vesting Period (years)	Vesting Conditions
19-Jul-21	13,65,410.00	342.89	1 to 3	33% of the options at the end of years' 1, 2 and 3 respectively
11-Jan-24	10,82,410.00	223.95	1 to 3	33% of the options at the end of years' 1, 2 and 3 respectively

Remaining weighted contractual life of options ESOP I 2021 ('Plan') is 2.30 years (Previous Year : 3.30 years)

Remaining weighted contractual life of options ESOP II 2024 ('Plan') is 6.78 years (Previous Year : 7.78 years)

The weighted average share price as at the date of exercise of options exercised during year ended 31 March 2025 is INR 326.33 (previous year ended 31 March 2024 was INR 284.16). Since the company is listed, the weighted average price is calculated as an average of share price on the National Stock Exchange available during the year.

#### Stock option live as on reporting date

Grant date	Exercise price	Share options 31 March 2025	Share options 31 March 2024
19-Jul-21	342.89	12,60,925	12,60,925
11-Jan-24	223.95	10,78,310	10,82,410

#### B. Measurement of fair values

##### i. Equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using the Black-Scholes formula. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value. The requirement that the employee has to save in order to purchase shares under the share purchase plan has been incorporated into the fair value at grant date by applying a discount to the valuation obtained. The discount has been determined by estimating the probability that the employee will stop saving based on historical behaviour.



# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

Currency: Indian Rupees in lakhs

### 36 Share-based payment arrangements: (Continued)

	ESOP II 2024 ('Plan')	ESOP I 2021 ('Plan')
Grant date	11-Jan-24	19-Jul-21
Fair value at grant date	142.39	176.02
Share price at grant date	298.6	600
Exercise price	223.95	342.89*
Expected volatility (weighted-average)	24.64%	29.76%
Expected life (weighted-average)	4.5 Years	3.5 Years
Expected dividends	-	-
Risk-free interest rate (based on government bonds)	7.03%	5.25%

\* (Post Bonus)

### C. Reconciliation of outstanding share options

Activity in the options outstanding under the employee's stock option scheme.

Particulars	31 March 2025	31 March 2024
	Number of options	Number of options
Options outstanding as at the beginning of the year	23,43,335.00	13,10,228.00
Add: Options granted during the year	-	10,82,410.00
Less: Options exercised during the year	4,100.00	-
Less: Options lapsed during the year	-	49,306.00
Less : Options surrendered during the year	-	-
Options outstanding as at the year end	23,39,235.00	23,43,335.00
Options exercisable as at the year end	15,19,572.00	8,71,419.00

### D. Expenses arising from share based payment transactions

The total expenses arising from share based payment transactions recognised profit or loss as part of employee benefit expenses is INR 1242.46 lakhs (31 March 2024 : INR 439.88 lakhs).

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 37 Employee benefits

The Group contributes to the following post-employment defined benefit plans in India.

#### (i) Defined Contribution Plans (Provident Fund):

The Group makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Group's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service.

The Group has recognised INR 1024.28 lakhs (31 March 2024 : 945.44 lakhs ) as expenditure and included under 'Employee benefit expenses' in the Statement of Profit and Loss.

#### (ii) Defined Benefit Plan:

##### Gratuity :

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted.

The calculation of the Group's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method.

##### Compensated absences :

Compensated absences balance upto 7 days are encashed at the end of financial year on the basic salary. Encashment of more than 7 days of leave is not permitted. Leave balance over 7 days will lapse at the end of the financial year.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity and compensated absences amounts recognised in the Group's financial statements as at balance sheet date:

	Note	Gratuity		Compensated absences	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
Liability at the end of the year	19, 26	1,635.00	1,436.77	131.40	118.71
Fair value of Plan Assets at the end of the year		-	-	-	-
Net Obligation at the end of the		<u>1,635.00</u>	<u>1,436.77</u>	<u>131.40</u>	<u>118.71</u>

**Notes to the consolidated financial statements (Continued)**

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**37 Employee benefits (Continued)**

**B. Movement in net defined benefit (asset) liability**

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

	Defined benefit obligation		Gratuity Fair value of plan assets		Net defined benefit (asset) liability	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Opening balance	1,436.77	1,257.85	-	-	1,436.77	1,257.85
Add: Adjustments to opening balance on account of transfer	(8.52)				(8.52)	
Adjusted opening balance	1,428.26	1,257.85	-	-	1,428.26	1,257.85
Included in profit or loss						
Current service cost	207.59	183.48	-	-	207.59	183.48
Past service cost	-	-	-	-	-	-
Interest cost (income)	102.05	91.44	-	-	102.05	91.44
	1,737.90	1,532.77	-	-	1,737.90	1,532.77
Included in OCI						
Remeasurement loss (gain):	-	-	-	-	-	-
Actuarial loss (gain) arising from:						
Demographic assumptions	-	1.53	-	-	-	1.53
Financial assumptions	41.75	40.16	-	-	41.75	40.16
Experience adjustment	35.24	21.32	-	-	35.24	21.32
	1,814.88	1,595.78	-	-	1,814.89	1,595.79
Other						
Contributions paid by the	-	-	-	-	-	-
Transfer In / (Out)*	5.59	-			5.59	
Benefits paid	(185.47)	(159.01)	-	-	(185.47)	(159.01)
Closing balance	1,635.00	1,436.77	-	-	1,635.00	1,436.77

\*INR 5.59 lakhs has been transferred from FFPL Finserve Private Limited to Fino Paytech Limited during the valuation period, as provided and confirmed by the Group.

Bifurcation of Present Value of Obligation at the end of the year

Particulars	As on	
	31 March 2025	31 March 2024
Current Liability (Short term)	441.28	423.05
Non-Current Liability (Long term)	1,193.73	1,013.72
<b>Present Value of Obligation</b>	<b>1,635.00</b>	<b>1,436.77</b>

**C. Defined benefit obligations**

**i. Actuarial assumptions**

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	31 March 2025	31 March 2024
Discount rate	6.50%	7.10%- 7.15%
Expected Rate of Return on Plan Assets	-	-
Salary escalation rate	9.10% - 9.90%	8.10%- 9.10%
Employee Turnover	15%- 30%	15%- 30%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 37 Employee benefits (Continued)

#### ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Gratuity			
	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	1,580.11	1,693.66	1,390.14	1,486.51
Future salary growth (1% movement)	1,691.65	1,580.92	1,485.17	1,390.51
Withdrawal rate (1% movement)	1,532.49	1,838.77	1,368.61	1,572.89

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

#### Expected future cash flows

The expected future cash flows in respect of gratuity as at 31 March 2025 were as follows

Expected future benefit payments	Amount
1 Year	441.28
2 to 5 Year	1,089.73
6 to 10 Year	437.65
More than 10 Year	134.64

# FINO PayTech Limited

## Notes to the financial statements (continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### Note 38 : Leases

#### Right-of-use (ROU) asset

Particulars	Building	Office Equipment	Total
<b>Gross Block</b>			
Opening balance as on 01 April 2023	4,629.05	482.93	5,111.98
Additions	1,878.94	-	1,878.94
Deletions	(717.22)	-	(717.22)
Closing Balance as on 31 March 2024	5,790.77	482.93	6,273.70
<b>Accumulated depreciation</b>			
Opening balance as on 01 April 2023	1,922.98	169.73	2,092.71
Depreciation for the period	793.24	53.56	846.80
Depreciation on deletions	(244.42)	-	(244.42)
Closing Balance as on 31 March 2024	2,471.80	223.29	2,695.09
<b>Net block</b>	3,318.96	259.64	3,578.60
<b>Gross Block</b>			
Opening balance as on 01 April 2024	5,790.77	482.93	6,273.70
Additions	913.62	-	913.62
Deletions	(858.23)	-	(858.23)
Closing Balance as on 31 March 2025	5,846.15	482.93	6,329.09
<b>Accumulated depreciation</b>			
Opening balance as on 01 April 2024	2,471.80	223.29	2,695.09
Depreciation for the period	960.85	53.40	1,014.25
Depreciation on deletions	(616.60)	-	(616.60)
Closing Balance as on 31 March 2025	2,816.05	276.69	3,092.74
<b>Net block</b>	3,030.10	206.24	3,236.34

Lease liabilities included in the balance sheet	As at 31 March 2025	As at 31 March 2024
Current	990.13	902.28
Non-current	2,810.19	3,180.36
	3,800.33	4,082.64

Amounts recognised in the statement of profit and loss	Year ended 31 March 2025	Year ended 31 March 2024
Interest on lease liabilities	403.04	363.20
Expenses relating to leases of low-value assets (Net)	679.34	759.92
Lease Concessions	-	-
<b>Total</b>	1,082.38	1,123.12

The maturity analysis of lease liabilities are disclosed in Note no. 35 of Financial instruments-Liquidity risk.

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 39 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

	31 March 2025	31 March 2024
<b>i. Profit attributable to Equity holders of Company</b>		
Profit attributable to equity holders of the Company:		
Continuing operations	7,382.26	5,941.36
Less: Preference dividend including tax thereon	(0.02)	(0.02)
<b>Profit attributable to equity holders of the Company for basic earnings</b>	<b>7,382.24</b>	<b>5,941.34</b>
<b>Profit attributable to equity holders of the Company adjusted for the effect of dilution</b>	<b>7,382.24</b>	<b>5,941.34</b>
<b>ii. Weighted average number of ordinary shares</b>		
Issued ordinary shares at 1 April	10,45,61,541	10,43,98,084
Effect of shares bought back	-	-
Effect of share options exercised	2,128	66,544
Treasury shares	-	-
Conversion of share warrants	-	-
Right Issue of shares during the period	-	-
<b>Weighted average number of shares at 31 March</b>	<b>10,45,63,669</b>	<b>10,44,64,628</b>
Convertible preference shares	2,27,88,561	2,27,88,561
Share warrants	-	-
<b>Weighted average number of shares at 31 March for basic EPS</b>	<b>12,73,52,230</b>	<b>12,72,53,189</b>
Weighted average number of shares at 31 March	12,73,52,230	12,72,53,189
Add: Potential Equity Shares	12,63,480	22,69,316
<b>Weighted average number of shares at 31 March for diluted EPS</b>	<b>12,86,15,710</b>	<b>12,95,22,505</b>
	<b>31 March 2025</b>	<b>31 March 2024</b>
<b>Basic earnings per share</b>	<b>5.80</b>	<b>5.69</b>
<b>Diluted earnings per share</b>	<b>5.74</b>	<b>4.59</b>

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 40 Tax expense

#### (a) Amounts recognised in profit and loss

	31 March 2025	31 March 2024
<b>Current income tax</b>		
Current period (A)	1,637.03	50.31
Changes in estimated related to prior years (B)	1.48	(143.25)
<b>Deferred income tax liability / (asset), net</b>		
Origination and reversal of temporary differences	72.53	(34.60)
Reduction in tax rate	-	-
Recognition of previously unrecognised tax losses	-	-
Change in recognised deductible temporary differences	-	-
<b>Deferred tax expense (C)</b>	<b>72.53</b>	<b>(34.60)</b>
<b>Tax expense for the year (A)+(B)+(C)</b>	<b>1,711.04</b>	<b>(127.55)</b>

#### (b) Amounts recognised in other comprehensive income

	Year ended 31 March 2025			Year ended 31 March 2024		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
<b>Items that will not be reclassified to profit or loss</b>						
Remeasurements of defined benefit liability (asset)	(76.99)	1.77	(75.22)	(63.01)	-	(63.01)
Equity investments through other comprehensive income - net change in fair value	(377.86)	22.06	(355.80)	-	-	-
<b>Items that will be reclassified to profit or loss</b>						
Investments measured at FVOCI	104.03	-	104.03	245.96	-	245.96
	<b>(350.82)</b>	<b>23.83</b>	<b>(326.99)</b>	<b>182.95</b>	<b>-</b>	<b>182.95</b>

#### (c) Reconciliation of effective tax rate

	Year ended 31 March 2025	Year ended 31 March 2024
<b>Profit before tax</b>	11,459.60	7,955.83
Tax using the Group's domestic tax rate	2,884.15	2,002.32
<b>Tax effect of:</b>		
Tax effects of amounts which are deductible for taxable income	(736.29)	(15.74)
Tax effects of amounts which are not deductible for taxable income	612.45	(473.43)
Tax effect on items on which deferred tax was recognized	72.53	-
Tax effect on items on which no deferred tax was recognized	-	(34.60)
Effect of permanent difference on utilization of loss	(1,104.50)	(1,566.63)
On account of consolidation adjustments	(53.03)	(152.30)
Others	35.73	112.83
	<b>1,711.04</b>	<b>(127.55)</b>

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 40 Tax expense (Continued)

#### (d) Movement in deferred tax balances

	31 March 2025						
	Net balance 01 April 2024	Recognised in profit or loss	Recognised in OCI	Other	Net	Deferred tax asset	Deferred tax liability
<b>Deferred tax asset</b>							
Property, plant and equipment	241.62	(41.83)	-	-	199.79	199.79	-
leases	18.34	(5.20)	-	-	13.14	13.14	-
Security deposits	(31.49)	40.46	-	-	8.97	8.97	-
Borrowings	(1.80)	1.80	-	-	-	-	-
Loans	-	-	-	-	-	-	-
Provisions	399.59	(67.21)	1.77	-	334.15	334.15	-
Brought forward losses and unabsorbed depreciation	-	-	-	-	-	-	-
Equity instrument through OCI	(6.10)	0.00	22.06	-	15.96	15.96	-
MAT Credit	-	-	-	-	-	-	-
Other items	0.64	(0.56)	-	-	0.08	0.08	-
<b>Tax assets (Liabilities)</b>	<b>620.79</b>	<b>(72.53)</b>	<b>23.83</b>	<b>-</b>	<b>572.11</b>	<b>572.11</b>	<b>-</b>
<b>Set off tax</b>							
<b>Net tax assets</b>	<b>620.79</b>	<b>(72.53)</b>	<b>23.83</b>	<b>-</b>	<b>572.11</b>	<b>572.11</b>	<b>-</b>

Deferred tax has not been recognized by Fino Payments Bank in respect of the aforesaid items in absence of virtual certainty of future taxable profits as mandated by Ind AS 12 – Income Taxes.

#### (e) Movement in deferred tax balances

	31 March 2024						
	Net balance 01 April 2023	Recognised in profit or loss	Recognised in OCI	Other	Net	Deferred tax asset	Deferred tax liability
<b>Deferred tax asset</b>							
Property, plant and equipment	297.70	(56.08)	-	-	241.62	241.62	-
leases	28.42	(10.08)	-	-	18.34	18.34	-
Security deposits	8.07	(39.56)	-	-	(31.49)	-	(31.49)
Borrowings	(1.80)	-	-	-	(1.80)	-	(1.80)
Loans	-	-	-	-	-	-	-
Provisions	257.83	141.76	-	-	399.59	399.59	-
Brought forward losses and unabsorbed depreciation	-	-	-	-	-	-	-
Equity instrument through OCI	(6.30)	0.20	-	-	(6.10)	-	(6.10)
MAT Credit	-	-	-	-	-	-	-
Other items	2.27	(1.63)	-	-	0.64	0.64	-
<b>Tax assets (Liabilities)</b>	<b>586.19</b>	<b>34.60</b>	<b>-</b>	<b>-</b>	<b>620.80</b>	<b>660.19</b>	<b>(39.39)</b>
<b>Set off tax</b>							
<b>Net tax assets</b>	<b>586.19</b>	<b>34.60</b>	<b>-</b>	<b>-</b>	<b>620.80</b>	<b>660.19</b>	<b>(39.39)</b>



# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 40 Tax expense (Continued)

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

#### Tax losses carried forward

	31 March 2025	Expiry date	31 March 2024	Expiry date
Business losses	3,205.95	31-03-2026	3,205.95	31-03-2026
Business losses	1,902.82	31-03-2029	1,902.82	31-03-2029
Business losses	7,757.83	31-03-2030	7,757.83	31-03-2030
Business losses	3,797.36	31-03-2031	3,797.36	31-03-2031
Business losses	434.41	31-03-2032	495.68	31-03-2032
Business losses	66.61	31-03-2033		
Unabsorbed depreciation	2,090.03	No expiry	6,140.61	No expiry
	<u>19,255.02</u>		<u>23,300.24</u>	

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the group can use the benefits therefrom:

	Year ended 31 March 2025	Year ended 31 March 2024
Deductible temporary differences [Gross amount]	6,614.64	6,745.12
MAT credit entitlement		-
Tax losses [Gross amount]	4,846.10	5,864.21
	<u>11,460.74</u>	<u>12,609.34</u>

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 41 Additional Information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity	Net Assets, i.e. total assets minus total liabilities		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
<b>Parent</b>								
FINO PayTech Limited	37.20%	44,496.66	3.13%	305.38	36.41%	(119.07)	1.98%	186.31
<b>Subsidiaries</b>								
<b>Indian</b>								
FINO Payments Bank Limited	46.49%	55,607.53	72.81%	7,099.48	47.69%	(155.94)	73.68%	6,943.54
FFPL Finserv Private Limited (Formerly known as FINO Finance Private Limited)	0.59%	708.49	-0.62%	(60.05)	0.00%	-	-0.64%	(60.05)
FINO Trusteeship Services Limited	0.25%	295.47	0.41%	39.91	0.00%	-	0.42%	39.91
FINO Financial Services Private Limited	0.00%	(5.46)	-0.01%	(0.66)	0.00%	-	-0.01%	(0.66)
Non-controlling interests in all subsidiaries	15.48%	18,511.18	24.27%	2,366.30	15.90%	(51.98)	24.56%	2,314.32
<b>Total</b>	<b>100.00%</b>	<b>1,19,613.88</b>	<b>100.00%</b>	<b>9,750.36</b>	<b>100.00%</b>	<b>(326.99)</b>	<b>100.00%</b>	<b>9,423.37</b>
Adjustments arising out of consolidation		(36,382.97)		(1.80)		-		(1.80)
<b>As at 31 March 2025</b>		<b>83,230.91</b>		<b>9,748.56</b>		<b>(326.99)</b>		<b>9,421.57</b>

Name of the entity	Net Assets, i.e. total assets minus total liabilities		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
<b>Parent</b>								
FINO PayTech Limited	40.67%	44,308.03	-9.69%	(724.33)	0.06%	0.11	-9.45%	(724.23)
<b>Subsidiaries</b>								
<b>Indian</b>								
FINO Payments Bank Limited	43.81%	47,725.57	85.31%	6,379.48	62.20%	113.80	84.76%	6,493.28
FFPL Finserv Private Limited (Formerly known as FINO Finance Private Limited)	0.71%	768.53	-4.61%	(344.95)	17.00%	31.11	-4.10%	(313.83)
FINO Trusteeship Services Limited	0.23%	255.55	0.36%	26.62	0.00%	-	0.35%	26.62
FINO Financial Services Private Limited	0.00%	(4.80)	-0.01%	(0.76)	0.00%	-	-0.01%	(0.76)
Non-controlling interests in all subsidiaries	14.58%	15,883.67	28.65%	2,142.15	20.73%	37.93	28.46%	2,180.08
<b>Total</b>	<b>100.00%</b>	<b>1,08,936.55</b>	<b>100.00%</b>	<b>7,478.21</b>	<b>100.00%</b>	<b>182.95</b>	<b>100.00%</b>	<b>7,661.16</b>
Adjustments arising out of consolidation		(36,381.18)		605.16		-		605.16
<b>As at 31 March 2024</b>		<b>72,555.37</b>		<b>8,083.37</b>		<b>182.95</b>		<b>8,266.31</b>

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 42 Related Party Disclosures

#### A. Names of Related Parties

Sr. Particulars No.	Country of Incorporation	Proportion of ownership interest
<b>1 Subsidiary Companies</b>		
FFPL Finserv Private Limited (formerly known as Fino Finance Private Limited)	India	100.00%
FINO Payments Bank Limited	India	75.00%
FINO Trusteeship Services limited	India	100.00%
FINO Financial Services Private Limited	India	100.00%
<b>2 Names of related parties by whom significant influence is exercised</b>		
Bharat Petroleum Corporation Limited	India	26.77%
<b>3 Directors and Key Management Personnel</b>		
Mr. Amit Kumar Jain – Whole-time Director		
Mr. Suraj Gujja – Company Secretary		
Mr. Rakesh Tripathi – Chief Financial Officer – Ceased w.e.f 20 May 2023		
Mr. Ashok Kini – Independent Director		
Dr. Apurva Joshi – Independent Director		
Mr. Rajeev Deoras – Independent Director		
Mr. Manoj Heda – Nominee Director of Bharat Petroleum Corporation Limited (BPCL)		
Mr. Prateek Roongta – Nominee Director of Blackstone GPV Capital Partners (Mauritius) VI-B FDI Ltd.		
Mr. Marcus Peter Strutt Thompson – Nominee Director of HAV3 Holdings (Mauritius) Limited – ceased w.e.f. 17 September 2024		
Mr. Suresh Balasubramanian - Chief Financial Officer - Appointed w.e.f 27 January 2025		

#### B. Transactions with Directors & Key Managerial Personnel

##### i. Directors & Key Managerial Personnel

Sr. Particulars No.	Year ended 31 March 2025	Year ended 31 March 2024
i. Short-term employee benefits	144.79	109.32
ii. Post-employment defined benefit	8.36	7.67
iii. Share based payments	-	-
iv. Compensated absences	-	-

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 42 Related party relationships, transactions and balances

Note 42 above provides the information about the Group's structure including the details of the subsidiaries and the holding company. The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Nature of Transaction	Related party by whom significant influence in exercised	Key Management Personnel	Total
Purchase of services			
31 March 2025	-	-	-
31 March 2024	-	-	-
Sale of Services			
31 March 2025	211.73	-	211.73
31 March 2024	253.74	-	253.74
Loans given			
31 March 2025	-	-	-
31 March 2024	-	-	-
Loans repaid			
31 March 2025	-	-	-
31 March 2024	-	-	-
Interest on loan			
31 March 2025	-	-	-
31 March 2024	-	-	-
Director sitting Fees			
31 March 2025	-	16.00	16.00
31 March 2024	-	16.50	16.50
Salary and allowances			
31 March 2025	-	-	-
31 March 2024	-	-	-
<b>Balance Outstanding</b>			
Trade Receivables			
31 March 2025	36.87	-	36.87
31 March 2024	41.05	-	41.05
Share warrants			
31 March 2025	-	-	-
31 March 2024	-	-	-
Bank balances			
31 March 2025	-	-	-
31 March 2024	-	-	-
Other payables			
31 March 2025	-	-	-
31 March 2024	-	-	-
Vehicle loan			
31 March 2025	-	-	-
31 March 2024	-	-	-
Loan			
31 March 2025	-	-	-
31 March 2024	-	-	-
Equity shares held in Intrepid			
31 March 2025	-	-	-
31 March 2024	-	-	-

All transactions with these related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

**Notes to the consolidated financial statements (Continued)**

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**43 Contingent liabilities**

	31 March 2025	31 March 2024
<b>a. Contingent liabilities</b>		
(i) Value added tax and entry tax	107.09	107.09
(ii) Bank Guarantees	485.86	663.57
(iii) Capital Commitments	1,907.67	546.00
(iv) Corporate guarantee issued on behalf of subsidiaries	-	-
(v) Employer's contribution to PF*	368.25	368.25
(vi) Income tax notice u/s 143(3)	-	-
(vii) Service Tax	1,637.53	-
(viii) Direct/ Indirect taxation**#	937.10	3.05
(ix) Others	-	-

\*There are numerous interpretative issues relating to the Supreme Court (SC) judgment dated 28 February 2019, relating to components/allowances paid that need to be taken into account while computing an employer's contribution of provident fund under the EPF Act. The Bank has recorded a contingent liability of Rs.368.25 lakhs with respect to these matters.

\*\*GST Department has disallowed the Input Tax Credit claim in FY 2019-20 which pertains to FY 2017-18. The company have filed an appeal with GST Appellate Tribunal on 21 November 2024. As per the Budget 2024 amendments, the time limit to claim the ITC for 2017-18 has been extended till 30 November 2021.

#The Bank has received the order from Assistant Commissioner CGST & Central Excise Division-II, Bhopal Madhya Pradesh for GST demand of Rs. 7.92 Lakhs along with applicable interest and penalty demand of Rs. 22.57 lakhs for short reversal of Input tax Credit as per Rule 42 of CGST Rule, 2017 for the period 2017-18 to 2020-21. The Bank is in the process of filing the appeal with the Appellate Authority under sub-section (1) of Section 107 of GST Act, against the order passed by the assistant commissioner, CGST & Central Excise Division-II Bhopal as the order is not as per the provisions of law. The Banks is of the view that the appeal before the appellate authorities is likely to be decided in favor of the Bank, hence no provision is required. However, the bank has disclosed as part of the contingent liability in the Balance Sheet.

The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its Financial Statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its Financial results.

**b. Capital Commitments**

The Group has capital commitments of INR 1907.67 lakhs as at 31 March 2025 (31 March 2024: INR 546 lakhs)

**44 Foreign currency transactions**

	31 March 2025	31 March 2024
<b>Expenditure in foreign currency</b>		
Director sitting fees	-	-
Membership fees	0.64	0.64
Legal and professional fees	-	-
	<b>0.64</b>	<b>0.64</b>
<b>Income earned in foreign currency</b>		
Sale of services	-	-
Other non operating income	-	-
	-	-

**45 Other notes**

**a Social Security Code , 2020**

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on 13 November 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Group will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 46 Segment reporting

The main business of the Group is to carry on the activity of promoting sustainable livelihood for the rural poor and underserved classes by helping them becoming economically self-reliant, through the provision of financial services and technical assistance in an integrated and sustainable manner. Since the business operations of the Group are primarily concentrated in India, the Group is considered to operate only in the domestic segment.

The Group has identified four reportable business segment viz. Corporate Business, Lending, Retail and Others. Corporate business includes customer acquisition on behalf of other banks and servicing them through the BC network. Lending includes distribution of small ticket size loans to SHGs in rural areas. We operate as Corporate BCs to other commercial banks. Retail includes account opening (CASA), income from remittances of walk-in customers and those coming to our platform for cash withdrawal and cash deposit services. Others primarily includes digital payment services led by B2B partnerships. The Company has determined the reporting segments based on the information reviewed by the Company's Chief Operating Decision Maker (CODM). The accounting policies consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure of individual segments.

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Segment assets and segment liabilities represent assets and liabilities in respective segments.

Sr. No.	Particulars	Corporate		Lending		Retail		Others		Total	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
1	<b>Segment Revenue</b>										
	External Turnover	12,847.56	13,936.09	150.79	225.41	1,13,810.89	1,19,610.50	38,573.58	159.19	1,65,382.83	1,33,931.18
	Inter Segment Turnover	-	-	-	-	-	-	-	-	-	-
	<b>Total Turnover</b>	<b>12,847.56</b>	<b>13,936.09</b>	<b>150.79</b>	<b>225.41</b>	<b>1,13,810.89</b>	<b>1,19,610.50</b>	<b>38,573.58</b>	<b>159.19</b>	<b>1,65,382.83</b>	<b>1,33,931.18</b>
	Other Income	945.27	211.74	-	1.05	-	-	20,114.64	15,595.55	21,059.91	15,808.34
	Inter Segment Turnover	-	-	-	-	-	-	-	-	-	-
	<b>Total Income</b>	<b>13,792.83</b>	<b>14,147.83</b>	<b>150.79</b>	<b>226.46</b>	<b>1,13,810.89</b>	<b>1,19,610.50</b>	<b>58,688.22</b>	<b>15,754.74</b>	<b>1,86,442.74</b>	<b>1,49,739.52</b>
2	<b>Segment Result before Interest and Taxes</b>	(7,419.97)	(12,095.02)	2.32	(78.95)	7,145.20	28,722.19	58,575.89	15,665.56	58,303.44	32,213.79
	Less : Interest Expense	119.84	1,093.50	39.51	297.56	264.51	2,978.23	6,080.50	1,424.70	6,504.36	5,793.99
	Less : Unallocated Expenses	-	-	-	-	-	-	-	-	40,339.49	18,463.97
	<b>Profit Before Tax</b>	<b>(7,539.81)</b>	<b>(13,188.52)</b>	<b>(37.19)</b>	<b>(376.51)</b>	<b>6,880.69</b>	<b>25,743.96</b>	<b>52,495.39</b>	<b>14,240.86</b>	<b>11,459.59</b>	<b>7,955.83</b>
	Tax	113.67	(114.70)	-	(31.64)	-	-	1,597.37	18.79	1,711.04	(127.55)
	<b>Profit After Tax</b>	<b>(7,653.48)</b>	<b>(13,073.82)</b>	<b>(37.19)</b>	<b>(344.87)</b>	<b>6,880.69</b>	<b>25,743.96</b>	<b>50,898.02</b>	<b>14,222.07</b>	<b>9,748.55</b>	<b>8,083.37</b>
3	<b>Other Information</b>										
	Segment Assets	14,178.56	16,671.82	929.66	2,977.56	36,519.34	50,757.48	45.52	42.53	51,673.08	70,449.39
	Add: Unallocated corporate assets	-	-	-	-	-	-	-	-	3,84,175.52	2,88,229.81
	<b>Total segment assets</b>									<b>4,35,848.60</b>	<b>3,58,679.20</b>
	Segment Liabilities	7,179.81	19,781.05	221.16	2,209.04	2,03,873.88	1,99,726.62	13.36	12.66	2,11,288.21	2,21,729.37
	Add: Unallocated corporate liabilities	-	-	-	-	-	-	-	-	1,41,329.47	64,394.46
	<b>Total segment liabilities</b>									<b>3,52,617.68</b>	<b>2,86,123.83</b>
	<b>Depreciation and amortization expense</b>									<b>7,309.95</b>	<b>6,321.25</b>

# FINO PayTech Limited

## Notes to the consolidated financial statements *(Continued)*

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 47 Transfer of financial assets

The Group transfers financial assets, primarily loans to Joint Liability Groups, that are not derecognised as the Group has continuing involvement.

#### Securitisations:

##### Transfer of financial assets that do not result in derecognition

The Group was party to securitisation transactions involving its Joint Liability Group loan portfolio.

In these transactions, the assets, interests in the assets, or beneficial interest in the cash flows arising from the assets, are transferred to a special purpose entity, which then issues pass through certificates to third party investors.

In the securitisations in which the Group transfers loans and advances to an unconsolidated securitisation vehicle, it retains the credit risk principally by way of credit enhancements placed with the SPV's. The Group does not transfer substantially all of the risks and rewards of these assets. Hence, the group continues to recognize the securitised portfolio in its books of accounts.

The following table shows the carrying amount of the securitised assets that have not resulted in derecognition, together with the associated liabilities :

31 March 2025	Loans to Joint liability group	Credit enhancements
Carrying amount of assets	-	-
Carrying amount of associated liabilities	-	-

  

31 March 2024	Loans to Joint liability group	Credit enhancements
Carrying amount of assets	-	-
Carrying amount of associated liabilities	-	-

**Notes to the consolidated financial statements (Continued)**

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

**48 Master netting or similar agreements**

The following table presents the recognised financial instruments that are offset, or subject to enforceable master netting arrangements and other similar agreements but not offset, as at 31 March 2025.

Particulars	Effects of offsetting on the balance sheet			Related amounts not offset in the balance sheet		
	Gross Amounts	Gross amounts set off in the balance sheet	Net amounts presented in the balance sheet	Amounts subject to master netting arrangements	Financial instrument collateral	Net amount
<b>31 March 2025</b>						
<b>Financial assets</b>						
Bank balances other than cash and cash equivalents	-	-	-	-		-
<b>Total</b>	-	-	-	-	-	-
<b>Financial liabilities</b>						
Long term borrowings	-	-	-	-		-
<b>Total</b>	-	-	-	-	-	-

Particulars	Effects of offsetting on the balance sheet			Related amounts not offset in the balance sheet		
	Gross Amounts	Gross amounts set off in the balance sheet	Net amounts presented in the balance sheet	Amounts subject to master netting arrangements	Financial instrument collateral	Net amount
<b>31 March 2024</b>						
<b>Financial assets</b>						
Bank balances other than cash and cash equivalents	-	-	-	-		-
<b>Total</b>	-	-	-	-	-	-
<b>Financial liabilities</b>						
Long term borrowings	-		-	-		-
<b>Total</b>	-	-	-	-	-	-



## Notes to the consolidated financial statements *(Continued)*

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 49 Involvement with unconsolidated structured entities

The following table describes the types of structured entities that the Company does not consolidate but in which it holds an interest.

Type of structured entities	Nature and purpose	Interest held by the Company	Total Assets 31 March 2025	Total Assets 31 March 2024
Securitisation vehicle for loans and advances	To generate:  - Funding for the Company's lending activities,	- Credit enhancements placed with the SPV's	-	-

## Notes to the financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 50 Subsequent Events

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

### 51 Litigation

(a) HDFC Bank Limited (Applicant) has filed a petition before the Debt Recovery Tribunal – II at Mumbai (“Debt Recovery Tribunal”) against Fino Payments Bank (in the erstwhile name of the Bank i.e. Fino Fintech Foundation) and Fino PayTech Limited on 09 September 2014. The Bank acted as a business correspondent to the Applicant for rendering banking services on the Applicant’s behalf, under the Memorandum of Understanding dated 28 August 2009, between the Applicant and Government of Haryana for implementation of scheme for electronic disbursement of various government entitlements. The Applicant has alleged certain irregularities by the Bank in its role as a business correspondent and has claimed that an amount of INR 186 Lakhs, including damages, is owed by the Bank to the Applicant. According to the DRT Filing Department the claim is not maintainable before DRT since the amount involved in the matter does not qualify as a Debt under the definition of “Debt” as per DRT regulations hence shall be out of the purview of DRT. The Bank has not recorded contingent Liability in respect of the above litigation and objected the petition on the same ground and argued the matter in favour of the objection by the DRT filing Department.

(b) The Bank has direct tax and indirect tax litigations of earlier year’s wherein probability of getting favorable judgments are high based on the merits of the case and favourable past precedents. The Bank has disclosed the quantum of litigations in its financial statements under Income tax & GST matters.

(c) A lien has been marked on a Bank account for INR 1192 lakhs by the CID in relation to an investigation of an incident reported by one of the undertakings of Karnataka Government. The company has filed an application before Hon’ble Court at Bengaluru on 28 March 2025 for removal of the lien so marked and expects the lien to be removed based on the merits of the case and legal opinion.

(d) Fino PayTech Limited has pending litigations under Income Tax Act for the year 2014-15 and 2018-19. Total addition made in income is amounting to INR 2111.17 lakhs, the group is contesting at Appellate authority and expect that Matter will be in our favour.

(e) There are pending litigations under UP VAT Act, department has considered all the movement of assets from one state to other state as a deemed sale in the year 2008-09 & 2010-11 and in the year 2009-10, 2011-12, 2012-13 & 13-14 department has increased card price. There are pending litigation under Gujarat VAT Act, department has raised CST demand. Total liability under dispute is amounting to INR 277.40 lakhs against which company has paid INR 118.69 lakhs under protest, apart from this group has made a provision for INR 51.62 lakhs in previous year. Accordingly contingent liability for value added tax and entry tax amounts to INR 107.09 lakhs.

Further in case of Service Tax Matter, Bombay high court has squashed the Order in original vide order dated 01 April 2024 and matter remanded to the Adjudicating Officer, namely, the Commissioner, CGST & Central Excise, Belapur Commissionerate for re-assessment. The Adjudication officer, namely, the Commissioner, CGST & Central Excise, Belapur Commissionerate has passed an order dated 29 July 2024 confirming the tax demand of INR 850.67 lakhs and Penalty Demand of INR 850.67 lakhs. The Group has filed an appeal with CESTAT on 05 November 2024 after payment of Pre-Deposit INR 63.80 lakhs. Accordingly contingent liability for Service tax matter amounts to INR 1637.53 lakhs.

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 52 Impairment testing of Goodwill

For the purposes of impairment testing, goodwill has been allocated as follows:

	As at 31 March 2025	As at 31 March 2024
Acquisition of the lending business	716.66	716.66
Less: Impairment loss	(716.66)	(716.66)
<b>Total</b>	<b>-</b>	<b>-</b>

The recoverable amount was based on greater of fair value less costs of disposal and value in use estimated using discounted cash flows. The fair value measurement was categorised as a Level 3 fair value based on inputs in the valuation technique used.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

	As at 31 March 2025	As at 31 March 2024
Price to book value multiple	NA	NA

#### ii. Sensitivity analysis

Change in recoverable amount of Goodwill	As at 31 March 2025	As at 31 March 2024
Increase by 5% of price to book value multiple	NA	NA
Decrease by 5% of price to book value multiple	NA	NA

#### Impairment on investment in FFPL Finserv Private Limited and Goodwill written off

\*During the previous financial year, the group had invested INR 600 lakhs and INR 2.55 lakhs in FFPL Finserv Private Limited and Fino Trusteeship Limited respectively and investment of INR 600 lakhs had been provided for in previous financial year.

At Consol level, Goodwill amounting to INR 716 lakhs had arisen on acquisition of FFPL Finserv Private Limited and same was written off during the FY 2021-22 due to impairment of investment in FFPL Finserv Private Limited at standalone level of Fino Paytech Ltd.

# FINO PayTech Limited

## Notes to the consolidated financial statements (*Continued*)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 53 Going Concern

The financial statements of the company including all subsidiaries are prepared on going concern basis. as there was no significant or material order passed during the year by any regulator, court or tribunal impacting the going concern status of your Company or its future operations including any of its subsidiary except for one subsidiary which is FFPL Finserv Private Limited (formerly known as Fino Finance Private Limited). the details of which is mention below.

The FFPL Finserv Private Limited had applied to Reserve Bank of India on 24 January 2024 for voluntary surrender of Certificate of Registration (COR) as a Non-Banking Financial Company(NBFC). Further, the company has received the RBI communication dated 5 June 2024 informing approval for cancellation of COR as NBFC vide order dated 30 May 2024.

The FFPL Finserv Private Limited's financial statements for the year ended 31 March 2025 are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of obligations in the normal course of business. The financial statements as on 31 March 2025 does not include any adjustments to the amount and classification of assets and liabilities that may be necessary should the FFPL Finserv Private Limited's financials were prepared on not on going concern basis. Management is of the view such adjustments, if any, will not have any material impact on the financial statements as on 31 March 2025.

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### 54 Revenue from contract with customers

#### Changes in material accounting policies - Ind AS 115: Revenue from contracts with customers

The Group derives revenues primarily from sale of device along with AMC, enrolment services, repairs and maintenance of devices, advertisement services, other banking operations including Current Account & Savings Account (CASA), micro-ATMs and Aadhaar Enabled Payment System (AePS) transactions, domestic remittances, issuing of debit cards, third party products including insurance and gold loans, Business Correspondent Banking, Digital Payment Services and Cash Management Services.

Income from CASA including subscription charges and annual charges relating to debit cards issuance is recognised to the extent of balance available in the customer's account.

Interchange income is recognised basis the settlement report as per NPCI settlement cycle across different products.

Revenue for other products including Cash Management services, Digital payments services and Business correspondent Banking is recognised over the period of time as the services are provided and simultaneously consumed by the customer.

Revenue is recognized upon transfer of control of devices or services to customers in an amount that reflects the consideration expected to receive in exchange for those devices or services.

Revenues in excess of invoicing are classified as contract assets while invoicing in excess of revenues are classified as contract liabilities.

In case of sale of devices along with AMC, the Group has applied the guidance in Ind AS 115, Revenue from Contracts with Customers, by applying the revenue recognition criteria for each distinct performance obligation. Sale of devices and AMC services meet the criteria of distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. The revenue is recognised at point in time for sale of devices and over the period of time in case of AMC.

Enrolment services, BC services, repairs and maintenance of devices, advertisement services, micro ATM running charges are recognized over the period of time / term of the contract.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

#### Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by major revenue streams and timing of revenue recognition :

Major revenue streams	Year ended 31 March 2025	Year ended 31 March 2024
<b>Corporate</b>		
Sale of products	81.29	255.21
CBS Services, enrollment income and other services	912.28	898.87
BC Banking	11,853.99	12,782.01
<b>Total</b>	<b>12,847.56</b>	<b>13,936.09</b>
<b>Retail</b>		
Retail		
Remittances	34,129.56	45,497.19
Micro-ATM	6,376.29	8,254.01
AEPS	11,719.58	11,060.53
CASA	42,865.35	30,355.70
Cash Management Services	15,630.29	14,394.40
Miscellaneous income	41,663.41	10,207.86
	<b>1,52,384.48</b>	<b>1,19,769.69</b>
<b>Income other than lending business</b>	<b>1,65,232.04</b>	<b>1,33,705.77</b>
<b>Interest income</b>	97.69	204.04
<b>Others</b>	53.10	21.38
<b>Income from lending business</b>	<b>150.79</b>	<b>225.41</b>
<b>Total revenue from operations</b>	<b>1,65,382.83</b>	<b>1,33,931.18</b>
<b>Timing of revenue recognition</b>		
Products transferred at point in time	81.29	255.21
Services transferred over the period of time	1,65,203.85	1,33,471.93
Recognised as per Ind AS 109	97.69	204.04
	<b>1,65,382.83</b>	<b>1,33,931.18</b>

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

The information relating to trade receivables and contract liabilities relating to revenue from operations is disclosed in note no. 10 and 25 respectively.

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Group expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date.

The aggregate value of performance obligations that are completely or partially unsatisfied as at 31 March 2025 other than those meeting the exclusion criteria mentioned above, is INR 0.33 lakhs (31 March 2024 INR 2.55 lakhs). Out of this, the Group expects to recognize revenue of around 100% (31 March 2024 : 87.45%).

### 55 Additional Regulatory Information

#### a. Details of Benami Property held

The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

#### b. Details of Loans and advances

Loans and advances granted to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-

#### c. Willful Defaulter

The Group has not been declared as a willful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

#### d. Relationship with Struck off Companies

The Group do not have any transactions with companies struck off.

#### e. Registration of charges or satisfaction with Registrar of Companies (ROC)

The Group has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

#### f. Compliance with number of layers of companies

The Group has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

#### g. Compliance with approved Scheme(s) of Arrangements

There are no Schemes of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

#### h. Discrepancy in utilization of borrowings

The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date. There are no discrepancy in utilisation of borrowings.

#### i. Utilisation of Borrowed funds and share premium:

(A) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries).

(B) the Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party).

The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or

b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;

# FINO PayTech Limited

## Notes to the consolidated financial statements (Continued)

For the Year ended 31 March 2025

(Currency: Indian Rupees in lakhs)

### j. Undisclosed income

The Group has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

### k. Details of Crypto Currency or Virtual Currency

The Group has not traded or invested in Crypto currency or Virtual Currency.

#### For A P Sanzgiri & Co

*Chartered Accountants*

Firm's Registration Number : 116293W

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

**FINO PayTech Limited**

#### Abhijit Sanzgiri

*Partner*

Membership Number : 043230

Date: 24 July 2025

Place : Navi Mumbai

#### Mr. Rajeev Deoras

*Non-executive Chairman*

*and Independent Director*

DIN: 02879519

Date: 24 July 2025

Place : Mumbai

#### Mr. Amit Kumar Jain

*Whole Time Director*

DIN 08353693

Date: 24 July 2025

Place : Navi Mumbai

#### Mr. Suresh Balasubramanian

*Chief financial Officer*

Date: 24 July 2025

Place : Navi Mumbai

#### Mr. Suraj Gujja

*Company Secretary*

Memb. No: A49812

Date: 24 July 2025

Place : Navi Mumbai