

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L65100MH2007PLC171959

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCF1125D

(ii) (a) Name of the company

FINO PAYMENTS BANK LIMITED

(b) Registered office address

Mindspace Juinagar, 8th Floor, Plot No. Gen 2/1/F,
Tower 1,TTC Industrial Area,MIDC Shirwane,Juinagar
Navi Mumbai
Thane
Maharashtra
400706

(c) *e-mail ID of the company

basavraj.loni@finobank.com

(d) *Telephone number with STD code

02271047000

(e) Website

www.finobank.com

(iii) Date of Incorporation

23/06/2007

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

The 6th Annual General Meeting of the Bank is scheduled to be held on September 29, 2022.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FINO PAYTECH LIMITED	U72900MH2006PLC162656	Holding	75

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	85,000,000	83,214,302	83,214,302	83,214,302
Total amount of equity shares (in Rupees)	850,000,000	832,143,020	832,143,020	832,143,020

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	85,000,000	83,214,302	83,214,302	83,214,302
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	850,000,000	832,143,020	832,143,020	832,143,020

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	44,579,997	0	44579997	445,799,970	445,799,970	
Increase during the year	0	83,214,302	83214302	832,143,020	832,143,020	0
i. Public Issues	0	5,199,306	5199306	51,993,060	51,993,060	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	33,434,999	33434999	334,349,990	334,349,990	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		44,579,997	44579997	445,799,970	445,799,970	
Dematerialisation of Shares						
Decrease during the year	44,579,997	0	44579997	445,799,970	445,799,970	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	44,579,997		44579997	445,799,970	445,799,970	
Dematerialisation of Shares						
At the end of the year	0	83,214,302	83214302	832,143,020	832,143,020	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE02NC01014

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debtures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtures	0	0	0
Partly convertible debtures	0	0	0
Fully convertible debtures	0	0	0
Total			0

Details of debtures

Class of debtures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debtures	0	0	0	0
Partly convertible debtures	0	0	0	0
Fully convertible debtures	0	0	0	0

(v) Securities (other than shares and debtures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

10,088,539,000

(ii) Net worth of the Company

4,798,315,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	12	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	62,411,985	75	0	
10.	Others	0	0	0	
	Total	62,411,997	75	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,542,602	5.46	0	
	(ii) Non-resident Indian (NRI)	102,089	0.12	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	234,468	0.28	0	

4.	Banks	0	0	0	
5.	Financial institutions	1,124,717	1.35	0	
6.	Foreign institutional investors	8,323,535	10	0	
7.	Mutual funds	6,264,488	7.53	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	210,404	0.25	0	
10.	Others Trust	2	0	0	
	Total	20,802,305	24.99	0	0

Total number of shareholders (other than promoters)

88,277

**Total number of shareholders (Promoters+Public/
Other than promoters)**

88,284

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
FIDELITY FUNDS - IND	2a Rue Albert Borschette, Luxemb			1,750,273	2.1
FIDELITY FUNDS - PAC	2a Rue Albert Borschette, Luxemb			1,711,851	2.06
STEINBERG INDIA EME	C/O CIM FUND SERVICES LTD 33 EI			1,300,000	1.56
HSBC GLOBAL INVEST	16 BOULEVARD DAVRANCHES L 1			1,129,405	1.36
SOCIETE GENERALE - C	29 BOULEVARD HAUSSMANN, PAF			700,374	0.84
PINEBRIDGE GLOBAL F	78 SIR JOHN ROGERSONS QUAY D			418,124	0.5
NEF - PACIFIC EQUITY	'5 ALLEE SCHEFFER , LUXEMBOURC			382,431	0.46
GOVERNMENT PENSIC	'Bankplassen 2 P O Box 1179 Sentr			240,437	0.29
FIDELITY INDIA FUND	'LEVEL 11 167 MACQUARIE STREET			193,282	0.23
BNP PARIBAS FUNDS I	'10 RUE EDWARD STEICHEN			173,275	0.21
FIDELITY KOREA - IND	'HSBC BUILDING 37 CHILPAE-RO J			100,245	0.12
SHBNPP INDIA SECURI	HSBC BUILDING 25 1-KA BONGRAE			86,675	0.1
BNP PARIBAS ARBITRA	'1 RUE LAFFITTE PARIS			80,226	0.1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
INTEGRATED CORE ST	'80 RAFFLES PLACE UOB PLAZA 2			48,700	0.06
QUADRATURE CAPITA	Suite #7 Grand Pavilion Commer			5,203	0.01
DOVETAIL INDIA FUNI	'4th Floor 19 Bank Street Cybercity			3,034	0

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	88,277
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	5	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	3	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	3	0	2	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	8	1	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Rishi Gupta	01433190	Managing Director	5,327	
Mr. Rajat Kumar Jain	00046053	Director	0	
Mrs. Deena Asit Mehta	00168992	Director	0	
Mr. Suresh Kumar Jain	05103064	Director	0	
Mr. Mahendra Kumar Ch	00187253	Director	0	01/05/2022
Dr. Punita Kumar Sinha	05229262	Director	0	01/05/2022
Mr. Avijit Churamoni Sa	05102009	Nominee director	0	
Mr. Ravi Subbaiah Page	08183038	Nominee director	0	
Mr. Rishi Gupta	01433190	CEO	5,327	
Mr. Basavraj S. Loni	AEIPL9294H	Company Secretar	275	
Mr. Ketan Dhirendra Me	AKAPM5700F	CFO	4,325	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Amit Jain	06917608	Director	25/05/2021	Cessation
Mr. Rajat Kumar Jain	00046053	Additional director	25/09/2021	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/09/2021	7	5	99.99
Extra Ordinary General Meeting	17/05/2021	7	5	99.99
Extra Ordinary General Meeting	22/07/2021	7	5	99.99
Extra Ordinary General Meeting	24/07/2021	7	5	99.99
Extra Ordinary General Meeting	12/10/2021	7	5	99.99

B. BOARD MEETINGS

*Number of meetings held

14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/05/2021	9	8	88.89
2	23/07/2021	8	8	100
3	29/07/2021	8	8	100
4	12/08/2021	8	7	87.5
5	13/09/2021	8	6	75
6	11/10/2021	8	6	75
7	12/10/2021	8	6	75
8	22/10/2021	8	7	87.5
9	25/10/2021	8	7	87.5
10	13/11/2021	8	7	87.5
11	15/12/2021	8	8	100
12	03/01/2022	8	6	75

C. COMMITTEE MEETINGS

Number of meetings held

39

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/05/2021	6	5	83.33
2	Audit Committee	23/07/2021	5	5	100
3	Audit Committee	12/08/2021	5	5	100
4	Audit Committee	11/10/2021	5	4	80
5	Audit Committee	13/11/2021	5	5	100
6	Audit Committee	27/01/2022	5	5	100
7	Nomination Re	14/05/2021	4	4	100
8	Nomination Re	17/05/2021	4	4	100
9	Nomination Re	20/07/2021	4	4	100
10	Nomination Re	23/07/2021	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. Rishi Gupta	14	12	85.71	20	20	100	
2	Mr. Rajat Kumar	14	14	100	10	10	100	
3	Mrs. Deena As	14	14	100	15	15	100	
4	Mr. Suresh Kumar	14	14	100	29	29	100	
5	Mr. Mahendra	14	14	100	37	37	100	
6	Dr. Punita Kur	14	14	100	19	19	100	
7	Mr. Avijit Chur	14	9	64.29	11	7	63.64	
8	Mr. Ravi Subb	14	8	57.14	18	12	66.67	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rishi Gupta	Managing Director	8,223,390	0	0	0	8,223,390
	Total		8,223,390	0	0	0	8,223,390

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Basavraj S. Lonkar	Company Secretary	2,931,374	0	0	0	2,931,374
2	Mr. Ketan Dhirendra	Chief Financial Officer	13,774,327	0	0	0	13,774,327
3	Mr. Rishi Gupta	Chief Executive Officer	8,223,390	0	0	0	8,223,390
	Total		24,929,091	0	0	0	24,929,091

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Mahendra Kumar	Independent Director	0	0	0	4,250,000	4,250,000
2	Mr. Suresh Kumar Jain	Independent Director	0	0	0	3,650,000	3,650,000
3	Dr. Punita Kumar Singh	Independent Director	0	0	0	2,900,000	2,900,000
4	Mrs. Deena Mehta	Independent Director	0	0	0	2,600,000	2,600,000
5	Mr. Rajat Kumar Jain	Additional Independent Director	0	0	0	2,225,000	2,225,000
	Total		0	0	0	15,625,000	15,625,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

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(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

23095

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT-8_FPBL_2021-22 Final.pdf
Board Meetings for FY 21-22.pdf
Committee Meetings FY 21-22 Final.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

To,
The Registrar of Companies,
Ministry of Corporate Affairs,
Mumbai, Maharashtra

Sub: Clarification relating to form MGT-7 of Fino Payments Bank Limited for FY 21-22

Dear Sir/Madam,

With respect to filing of above form, due to space constraints in the said form, we wish to add details in relevant points as under:

IX. MEETINGS OF MEMBERS/ CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

B. BOARD MEETINGS

S.No.	Date of Meeting	Total No. of Directors associated on the Date of Meeting	Attendance	
			No. of Directors Attended	% of Attendance
1	15.05.2021	9	8	88.89
2	23.07.2021	8	8	100
3	29.07.2021	8	8	100
4	12.08.2021	8	7	87.5
5	13.09.2021	8	6	75
6	11.10.2021	8	6	75
7	12.10.2021	8	6	75
8	22.10.2021	8	7	87.5
9	25.10.2021	8	7	87.5
10	13.11.2021	8	7	87.5
11	15.12.2021	8	8	100
12	03.01.2022	8	6	75
13	27.01.2022	8	8	100
14	23.03.2022	8	8	100

Kindly take the above clarification on record.

For Fino Payments Bank Limited

sd/-

Basavraj Loni

Company Secretary & DVP- Legal

Mem. No: A23095

Date: 07-09-2022

Place: Navi Mumbai

To,
 The Registrar of Companies,
 Ministry of Corporate Affairs,
 Mumbai, Maharashtra

Sub: Clarifications relating to Form MGT-7 of Fino Payments Bank Limited for F.Y 2021-22

Dear Sir/Madam,

With respect to filing of the above form, due to space constraints in the said Form, we wish to add details in relevant points as under:

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

S.No.	Type of Meeting	Date of Meeting	Total No. of Members as on Date of Meeting	Attendance	
				Number of Members Attended	% of Attendance
11.	Nomination Remuneration Committee	26/07/2021	4	4	100
12.	Nomination Remuneration Committee	12/08/2021	4	3	75
13.	Nomination Remuneration Committee	13/09/2021	4	4	100
14.	Nomination Remuneration Committee	11/10/2021	4	3	75
15.	Nomination Remuneration Committee	12/11/2021	4	3	75
16.	Nomination Remuneration Committee	15/12/2021	4	4	100
17.	Nomination Remuneration Committee	27/01/2022	4	4	100
18.	Nomination Remuneration Committee	23/03/2022	4	4	100
19.	Risk & Asset Liability Management(ALM) Committee	14/05/2021	6	6	100
20.	Risk & Asset Liability Management(ALM) Committee	12/08/2021	5	5	100
21.	Risk & Asset Liability Management(ALM) Committee	12/11/2021	5	5	100

22.	Risk & Asset Liability Management(ALM) Committee	27/01/2021	5	5	100
23.	IT Strategy Committee	14/05/2021	6	5	83.33
24.	IT Strategy Committee	12/08/2021	5	4	80
25.	IT Strategy Committee	12/11/2021	5	4	80
26.	IT Strategy Committee	27/01/2022	6	6	100
27.	Corporate Social Responsibility Committee	12/08/2021	3	2	66.67
28.	Customer Service Committee	14/05/2021	3	3	100
29.	Customer Service Committee	12/11/2021	3	2	66.67
30.	Stakeholders Relationship Committee	17/05/2021	3	3	100
31.	Stakeholders Relationship Committee	27/01/2022	4	4	100
32.	IPO Committee	28/10/2021	3	3	100
33.	IPO Committee	03/11/2021	3	3	100
34.	IPO Committee	09/11/2021	3	3	100
35.	Committee of Directors (Operations)	04/05/2021	3	3	100
36.	Committee of Directors (Operations)	22/07/2021	3	3	100
37.	Committee of Directors (Operations)	04/08/2021	3	3	100
38.	Committee of Directors (Operations)	09/11/2021	3	3	100
39.	Committee of Directors (Operations)	20/01/2022	3	3	100

Kindly take the above clarification on record.

For Fino Payments Bank Limited

sd/-

Basavraj Loni

Company Secretary & DVP- Legal

Mem. No: A23095

Date: 07-09-2022

Place: Navi Mumbai

DM & ASSOCIATES COMPANY SECRETARIES LLP

(LLPIN NO. AAI-4743)

[ICSI Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]

REGD. OFFICE: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097

Tel No. 022-28443641 Email: dmassociatesllp@gmail.com

FORM MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013
And Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of **FINO PAYMENTS BANK LIMITED** (“**FPBL**” or the “**Bank**”) having its registered office at Mindspace Juinagar, 8th Floor, Plot No. Gen 2/1/F, Tower 1, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai, Thane - 400706, bearing **CIN: L65100MH2007PLC171959** as required to be maintained under the Companies Act, 2013 (“**Act**”) and the rules made thereunder for the financial year ended on **March 31, 2022** (“**financial year**”). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Bank, its officers and agents, we certify that:

- A. Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Bank has complied with provisions of the Act & Rules made thereunder, wherever applicable, in respect of:
 1. its status as an unlisted/ listed Public Limited Company*;
 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Directors, Central Government, the Tribunal Court or other authorities within the prescribed period of time;
 4. calling/ convening/ holding meetings of Board of Directors, its Committees and the meetings of the Members of the Bank on due dates as stated in the annual return in respect of which meetings, proper notices were given (for meetings convened under shorter notice were in compliance with section 173(3) of the Act) and the proceedings including circular resolutions and resolutions passed by Postal Ballot have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;
 5. the Bank was not required to close its Register of Members during the year;
 6. the Bank has not advanced any loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
 7. contracts/arrangements with related parties as specified in section 188 of the Act;
 8. Apart from the below mentioned instances there were no other instances of issue or allotment or transfer or transmission or buy-back of securities/redemption of Preference Shares or Debentures/Alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances:
 - a. In terms of the special resolution passed by the Members at their Extra Ordinary General Meeting held on October 12, 2021, the IPO Committee of the Board of Directors at its meeting held on November 09, 2021 approved the allotment and listing

*The Equity Shares of the Bank got listed on BSE Limited and National Stock Exchange of India Limited on November 12, 2021. Accordingly, the compliances with respect to its status as a Listed Public Company have been evaluated w.e.f November 12, 2021.

DM & ASSOCIATES COMPANY SECRETARIES LLP

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of 51,99,306 equity shares, through stock exchange mechanism as part of its Initial Public Offering (IPO). The IPO also included offer for sale of 1,56,02,999 equity shares by its Holding Company- Fino Paytech Limited resulting the total IPO of 2,08,02,305 equity shares. The Company received trading approval from BSE Limited and National Stock Exchange of India Limited on November 11, 2021 and the entire fully paid-up 8,32,14,302 equity shares were listed on BSE Limited and National Stock Exchange of India Limited on November 12, 2021;

- b. The Members at its Extra Ordinary General Meeting on July 22, 2021 by passing special resolution approved issue and allotment of Bonus Shares to its existing shareholders in the ratio of 1: 0.75. Accordingly, the Committee of Directors (Operations) of the Board of Directors at its meeting held on July 22, 2021 allotted 3,34,34,999 equity shares as Bonus Shares to its then existing shareholder Fino Paytech Limited including its nominees in the ratio of 1 : 0.75.
9. keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **No Such event occurred**
10. the Bank has not declared any dividend during the financial year. No unpaid/unclaimed dividend/other amounts as applicable under section 125 of the Act was required to be transferred to the Investor Education and Protection Fund;
11. signing of audited financial statement as per the provisions of section 134 of the Act and Report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. However, there were no instance to fill up casual vacancies;
13. the Bank has duly appointed auditors as per the provisions of section 139 of the Act. There were no casual vacancy in the office of the Auditors during the financial year;
14. approvals have been taken, wherever required from the Central Government, Regional Director, Registrar, Tribunals/Court or such other authorities under the various provisions of the Act;
15. Being a Banking Company, provisions of section 73 and 74 of the Act (acceptance/ renewal repayment of deposits from public) are not applicable;
16. borrowings from public financial institutions, banks and others and creation/ satisfaction/modification of charges in that respect, wherever applicable – Further, there were no instances of borrowing from its Directors or Members;
17. loans, investment or guarantees given or provided securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; – The Bank has not made any loan or guarantee or investment during the year under review.
18. the Bank has not altered any of the provisions of its Memorandum of Association during the year under review. However, the Bank altered its Articles of Association by adopting

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new sets of Articles by passing special resolution at its Extra Ordinary General Meeting of Members held on July 22, 2021.

**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:**

**Place: Mumbai
Date:**