

# 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

(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 Shirwan e,Juinagar NA  
Navi Mumbai  
Thane  
Maharashtra  
400705

(c) \*e-mail ID of the company

CS\*\*\*\*\*NK.COM

(d) \*Telephone number with STD code

02\*\*\*\*\*00

(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	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

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, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

AGM will be held within the due date

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

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

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	90,000,000	83,214,302	83,214,302	83,214,302
Total amount of equity shares (in Rupees)	900,000,000	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
Equity shares				
Number of equity shares	90,000,000	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)	900,000,000	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)	0			

###### (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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	83,214,302	83214302	832,143,020	832,143,020	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	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				0	0	
	0					
<b>Decrease during the year</b>	0	0	0	0	0	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				0	0	
	0					
<b>At the end of the year</b>	0	83,214,302	83214302	832,143,020	832,143,020	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify				0	0	
<input type="text" value="0"/>						
<b>Decrease during the year</b>	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				0	0	
<input type="text" value="0"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

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

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	<input type="text"/>
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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) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	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 debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

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
<b>Total</b>					

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

14,783,811,498

**(ii) Net worth of the Company**

6,431,689,148

**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	0	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)	62,411,997	75	0	
10.	Others	0	0	0	
	<b>Total</b>	62,411,997	75	0	0

**Total number of shareholders (promoters)**

1

**(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	7,998,620	9.61	0	
	(ii) Non-resident Indian (NRI)	136,760	0.16	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	313,720	0.38	0	



4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	4,257,310	5.12	0	
7.	Mutual funds	4,606,556	5.54	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,277,273	3.94	0	
10.	Others            Trusts/HUF/Clearing Memb	212,066	0.25	0	
	<b>Total</b>	20,802,305	25	0	0

**Total number of shareholders (other than promoters)**

65,143

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

65,144

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

18

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			1,129,246	1.36
ENVISION INDIA FUND	C/O Apex Fund Services (Mauritius			472,500	0.57
NEF - PACIFIC EQUITY	5 ALLEE SCHEFFER LUXEMBOURG			352,181	0.42
GOVERNMENT PENSIC	Bankplassen 2 P O Box 1179 Sentri			240,437	0.29
FIDELITY INDIA FUND	LEVEL 11 167 MACQUARIE STREET			160,686	0.19
FIDELITY KOREA - IND	HSBC BUILDING 37 CHILPAE-RO JU			100,245	0.12
THE EMERGING MARK	6300 Bee Cave Road Building One			13,562	0.02
EMERGING MARKETS (	6300 Bee Cave Road Building One			8,930	0.01
EMERGING MARKETS (	20 Triton Street Regents Place Lon			6,949	0.01
EMERGING MARKETS	25/28 NORTH WALL QUAY DUBLIN			5,853	0.01
EMERGING MARKETS I	Suite 820 7 St. Paul Street Baltimor			3,334	0.02
EMERGING MARKETS S	6300 Bee Cave Road Building One			3,299	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DIMENSIONAL EMERG	251 Little Falls Drive New Castle Co			3,226	0
COPTHALL MAURITIUS	C/O CIM CORPORATE SERVICES LT			3,149	0
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING O			2,776	0
QUADRATURE CAPITA	Suite #7 Grand Pavilion Commerc			573	0
MORGAN STANLEY AS	23 Church Street 16-01 Capital Sq			91	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	1	1
Members (other than promoters)	77,986	65,143
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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	5	1	5	0.01	0
(i) Non-Independent	1	0	1	0	0.01	0
(ii) Independent	0	5	0	5	0	0
<b>C. Nominee Directors representing</b>	0	1	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	1	0	2	0	0

Total	1	6	1	7	0.01	0
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

**(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	5,325	
Mr. Rajat Kumar Jain	00046053	Director	0	
Mr. Rakesh Bhartia	00877865	Director	0	
Mrs. Deena Asit Mehta	00168992	Director	0	
Mrs. Anita Sudhir Pai	07651059	Additional director	0	
Mrs. Neeta Mukerji	00056010	Additional director	0	
Mr. Pankaj Kumar	07245781	Nominee director	0	
Mr. Prateek Roongta	00622797	Nominee director	0	
Mr. Ketan Merchant		CFO	4,325	
Mr. Basavraj Loni		Company Secretar	1	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 5

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. Prakash Kulathu	00529591	Director	30/06/2023	Cessation
Mr. Suresh Kumar J	05103064	Director	15/01/2024	Cessation
Mr. Pankaj Kumar	07245781	Nominee director	11/04/2023	Appointment
Mrs. Anita Sudhir Pa	07651059	Additional director	11/01/2024	Appointment
Mrs. Neeta Mukerji	00056010	Additional director	05/03/2024	Appointment

**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 1

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	25/09/2023	68,876	46	0.09

## B. BOARD MEETINGS

\*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/04/2023	8	8	100
2	02/05/2023	8	7	87.5
3	20/07/2023	7	7	100
4	28/07/2023	7	7	100
5	11/08/2023	7	7	100
6	01/11/2023	7	7	100
7	11/01/2024	7	7	100
8	31/01/2024	7	7	100
9	08/03/2024	8	7	87.5

## C. COMMITTEE MEETINGS

Number of meetings held

35

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	02/05/2023	3	3	100
2	Audit Committee	28/07/2023	3	3	100
3	Audit Committee	13/09/2023	3	3	100
4	Audit Committee	20/09/2023	3	3	100
5	Audit Committee	01/11/2023	3	3	100
6	Audit Committee	31/01/2024	3	3	100
7	Nomination & Remuneration	29/04/2023	4	3	75

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
8	Nomination &	27/07/2023	3	3	100
9	Nomination &	09/08/2023	3	3	100
10	Nomination &	31/10/2023	3	3	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	9	9	100	23	23	100	
2	Mr. Rajat Kumar	9	9	100	21	21	100	
3	Mr. Rakesh Bhatnagar	9	9	100	25	25	100	
4	Mrs. Deena Asrani	9	9	100	18	17	94.44	
5	Mrs. Anita Sood	2	2	100	2	2	100	
6	Mrs. Neeta Mehta	1	1	100	0	0	0	
7	Mr. Pankaj Kumar	9	7	77.78	9	9	100	
8	Mr. Prateek Rana	9	9	100	21	18	85.71	

**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	22,200,000	0	24,200,000	7,800,000	54,200,000
	Total		22,200,000	0	24,200,000	7,800,000	54,200,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Ketan Merchant	Chief Financial Officer	17,163,394	0	12,067,920	5,148,979	34,380,293
2	Mr. Basavraj Loni	Company Secretary	5,660,977	0		999,036	6,660,013
	Total		22,824,371	0	12,067,920	6,148,015	41,040,306

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rajat Kumar Jain	Independent Director	0	0	0	3,801,230	3,801,230
2	Mrs. Deena Asit Mehta	Independent Director	0	0	0	3,325,000	3,325,000
3	Mr. Rakesh Bhartiya	Independent Director	0	0	0	3,925,000	3,925,000
4	Mrs. Anita Sudhir Patil	Independent Director	0	0	0	571,311	571,311
5	Mrs. Neeta Mukerji	Independent Director	0	0	0	173,770	173,770
6	Mr. Prakash Kulathur	Independent Director	0	0	0	823,634	823,634
7	Mr. Suresh Kumar Jha	Independent Director	0	0	0	2,917,350	2,917,350
	Total		0	0	0	15,537,295	15,537,295

#### 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

1

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
Fino Payments Bank	Financial Intelligence	07/02/2024	Rule 7(3) read with	Monetary penalty	Not applicable

(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

DM & ASSOCIATES COMPANY SECRETARIES LLP

Whether associate or fellow

Associate  Fellow

Certificate of practice number

4119

**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:

- 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.
- 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

RISHI GUPTA  
Digitally signed by RISHI GUPTA  
 Date: 2024.11.19 11:51:31 +05'30'

DIN of the director

0\*4\*3\*9\*

**To be digitally signed by**

BASAVRAJ SHIVANAN D LONI  
Digitally signed by BASAVRAJ SHIVANAN D LONI  
 Date: 2024.11.19 11:52:25 +05'30'

Company Secretary

Company secretary in practice

Membership number

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 Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

MGT8.pdf Declaration_Rule 9.pdf Clarification letter to MGT-7 FY24.pdf
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**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

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**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**