

# 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

cs@finobank.com

(d) \*Telephone number with STD code

02271047000

(e) Website

www.finobank.com

(iii) Date of Incorporation

23/06/2007

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, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

7th Annual General Meeting of the Bank to be held on Monday, September 25, 2023

## 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
Equity Share 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			
<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						
<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						
<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						
<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						
<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
Total					

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

(i) Turnover

12,299,132,566

(ii) Net worth of the Company

5,525,458,915

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	7,425,733	8.92	0	
	(ii) Non-resident Indian (NRI)	193,992	0.23	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	188,725	0.23	0	



4.	Banks	0	0	0	
5.	Financial institutions	375	0	0	
6.	Foreign institutional investors	5,992,404	7.2	0	
7.	Mutual funds	3,752,636	4.51	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,067,314	3.69	0	
10.	Others            Trusts/HUF/Clearing Memb +	181,126	0.22	0	
	<b>Total</b>	20,802,305	25	0	0

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

77,986

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

77,987

**(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 - PAC +	2a Rue Albert Borschette Luxemb +			1,711,851	2.06
GOVERNMENT PENSIC +	Bankplassen 2 P O Box 1179 Sentri +			240,437	0.29
FIDELITY FUNDS - IND +	2a Rue Albert Borschette Luxemb +			1,750,273	2.1
SOCIETE GENERALE - (C +	29 BOULEVARD HAUSSMANN PAR +			700,374	0.84
FIDELITY KOREA - IND +	HSBC BUILDING 37 CHILPAE-RO JI +			100,245	0.12
NEF - PACIFIC EQUITY	5 ALLEE SCHEFFER LUXEMBOURG +			382,431	0.46
BNP PARIBAS ARBITRA +	1 RUE LAFFITTE PARIS			80,226	0.1
DOVETAIL INDIA FUN +	4th Floor 19 Bank Street Cybercity +			7,034	0.01
FIDELITY INDIA FUND	LEVEL 11 167 MACQUARIE STREET +			169,533	0.2
STEINBERG INDIA EME +	C/O CIM FUND SERVICES LTD 33 EI +			850,000	1.02

**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)	88,277	77,986
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	2	0	1	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	2	0	1	0	0
Total	1	7	1	6	0.01	0

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

**(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	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Rakesh Bhartia	00877865	Director	0	
Mr. Suresh Kumar Jain	05103064	Director	0	
Mrs. Deena Asit Mehta	00168992	Director	0	
Mr. Rajat Kumar Jain	00046053	Director	0	
Mr. Prakash Kulathu Iye	00529591	Director	0	
Mr. Prateek Roongta	00622797	Nominee director	0	
Mr. Rishi Gupta	AAPPG6986J	CEO	0	
Mr. Basavraj S. Loni	AEIPL9294H	Company Secretary	1	
Mr. Ketan Merchant	AKAPM5700F	CFO	4,325	

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

9

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. Mahendra Kumar Ch	00187253	Director	01/05/2022	Cessation
Mr. Punita Kumar Sinha	05229262	Director	01/05/2022	Cessation
Mr. Ravi Subbaiah Paga	08183038	Nominee director	02/11/2022	Cessation
Mr. Avijit Churamoni Sa	05102009	Nominee director	02/03/2023	Cessation
Mr. Prateek Roongta	00622797	Nominee director	31/10/2022	Appointment
Mr. Prakash Kulathu Iye	00529591	Additional director	01/06/2022	Appointed as an Additional Director in
Mr. Prakash Kulathu Iye	00529591	Director	26/08/2022	Appointed as an Independent Director
Mr. Rakesh Bhartia	00877865	Additional director	27/07/2022	Appointed as an Additional Director in
Mr. Rakesh Bhartia	00877865	Director	29/09/2022	Appointed as an Independent Director

**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	29/09/2022	84,146	62	75.15

## B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/04/2022	8	8	100
2	30/04/2022	8	6	75
3	16/05/2022	6	6	100
4	27/07/2022	7	7	100
5	31/10/2022	9	8	88.89
6	02/11/2022	8	8	100
7	02/02/2023	8	7	87.5
8	04/03/2023	7	7	100

## C. COMMITTEE MEETINGS

Number of meetings held

28

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	16/05/2022	3	3	100
2	Audit Committee	27/07/2022	3	3	100
3	Audit Committee	31/10/2022	3	3	100
4	Audit Committee	02/02/2023	4	3	75
5	Nomination & I	16/05/2022	3	3	100
6	Nomination & I	27/05/2022	3	3	100
7	Nomination & I	27/07/2022	4	4	100
8	Nomination & I	31/10/2022	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
9	Nomination &	02/11/2022	3	3	100
10	Nomination &	01/02/2023	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	8	8	100	18	18	100	
2	Mr. Rakesh Bh	4	4	100	3	3	100	
3	Mr. Suresh Ku	8	8	100	19	19	100	
4	Mrs. Deena As	8	7	87.5	17	17	100	
5	Mr. Rajat Kum	8	8	100	17	17	100	
6	Mr. Prakash K	5	4	80	10	9	90	
7	Mr. Prateek R	4	4	100	3	3	100	

**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	11,881,466	0	0	0	11,881,466
	Total		11,881,466	0	0	0	11,881,466

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. Rishi Gupta	Chief Executive	11,881,466	0	0	0	11,881,466
2	Mr. Ketan Dhirendra	Chief Financial Officer	24,259,437	0	0	0	24,259,437

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Mr. Basavraj Loni	Company Secre +	7,408,499	0	0	0	7,408,499
	Total		43,549,402	0	0	0	43,549,402

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. Mahendra Kum +	Independent Dir +	0	0	0	275,000	275,000
2	Dr. Punita Kumar Si +	Independent Dir +	0	0	0	200,000	200,000
3	Mr. Rakesh Bharti +	Independent Dir +	0	0	0	700,000	700,000
4	Mr. Suresh Kumar J +	Independent Dir +	0	0	0	2,375,000	2,375,000
5	Mrs. Deena Asit Me +	Independent Dir +	0	0	0	2,125,000	2,125,000
6	Mr. Rajat Kumar Jai +	Independent Dir +	0	0	0	2,225,000	2,225,000
7	Mr. Prakash Kulathu +	Independent Dir +	0	0	0	1,225,000	1,225,000
	Total		0	0	0	9,125,000	9,125,000

#### 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

(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:

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

01433190

**To be digitally signed by**

- 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 Attachement(s), if any

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**List of attachments**

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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**



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

Dear Sir/Madam,

**Sub: Clarifications relating to MGT-7 of Fino Payments Bank Limited for FY 2022-23**

With respect to filing of above Form, we wish to provide the following additional details/clarification referring to the relevant points of the Form MGT-7:

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

S.No.	Type of Meeting	Date of Meeting	Total No. of Members as on Date of Meeting	Attendance	
				No. of Members Attended	% of Attendance
1.	Risk & Assest Liability Management Committee	16/05/2022	4	4	100
2.	Risk & Assest Liability Management Committee	27/07/2022	5	5	100
3.	Risk & Assest Liability Management Committee	31/10/2022	5	5	100
4.	Risk & Assest Liability Management Committee	01/02/2023	5	5	100
5.	IT Strategy Committee	16/05/2022	5	4	80
6.	IT Strategy Committee	27/07/2022	6	6	100
7.	IT Strategy Committee	31/10/2022	6	5	83.33
8.	IT Strategy Committee	01/02/2023	6	6	100
9.	Corporate Social Responsibility Committee	16/05/2022	3	3	100
10.	Corporate Social Responsibility Committee	31/10/2022	3	3	100
11.	Customer Services Committee	16/05/2022	3	3	100
12.	Customer Services Committee	31/10/2022	2	2	100
13.	Stakeholders Relationship Committee	27/07/2022	4	4	100
14.	Stakeholders Relationship Committee	01/01/2023	3	3	100
15.	Committee of Directors-Operations	26/04/2022	3	3	100
16.	Committee of Directors-Operations	21/07/2022	3	3	100

**Fino Payments Bank Limited**

Registered Office: Mindspace Juinagar, Plot No Gen 2/1/F, Tower 1, 8th Floor, TTC Industrial Area, MIDC Shirwane, Juinagar, Navi Mumbai - 400 706  
 CIN: L65100MH2007PLC171959 Tel: (+91 22) 7104 7000, website: www.finobank.com

17.	Committee of Directors-Operations	18/10/2022	3	3	100
18.	Committee of Directors-Operations	25/01/2023	3	3	100

**X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The remuneration of Rs. 1,18,81,466 (Gross Salary) to Mr. Rishi Gupta, Managing Director & CEO during the financial year 2022-23 is on paid basis.

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

The complete list of shareholders as on March 31, 2023 will be uploaded on Ministry of Corporate Affairs (MCA) portal. The total number of shareholders (Promoters + Public) provided in **Point No. VI (b)** in the Form is based on PAN based consolidation and grouping whereas the complete list of shareholders which will be uploaded on the portal is not based on PAN based consolidation and grouping, as received from our Registrar and Transfer Agent.

**For Fino Payments Bank Limited**

**Basavraj Loni**  
**Company Secretary & DVP-Legal**  
**Membership No. A-23095**

**Date:**

**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](mailto: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, 8<sup>th</sup> 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 (“the **Act**”) and the rules made thereunder for the financial year ended on **March 31, 2023** (“**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 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. there was no instance of issue or allotment 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;
  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**

# **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**

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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 was 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 / Articles of Association during the year under review.

**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: F005683\_\_\_\_\_**

**Place: Mumbai  
Date: \_\_\_\_\_**