

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

U72900MH2006PLC162656

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

FINO PAYTECH LIMITED

(b) Registered office address

Mindspace Juinagar, 9th Floor, Plot No. Gen 2/1/F, Tower 1
,TTC Industrial Area,MIDC Shirwan e,Juinagar NA
Navi Mumbai
Thane
Maharashtra
400706

(c) *e-mail ID of the company

secretarial@finopaytech.com

(d) *Telephone number with STD code

02271047000

(e) Website

www.finopaytech.com

(iii) Date of Incorporation

15/06/2006

(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

(b) CIN of the Registrar and Transfer Agent

U67190MH1994PTC079160

Pre-fill

Name of the Registrar and Transfer Agent

ADROIT CORPORATE SERVICES P LTD

Registered office address of the Registrar and Transfer Agents

18-20, JAFERBHOY INDUSTRIAL ESTATE, MAKWANA ROAD
MAROL NAKA, ANDHERI (E),

(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

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	81.62

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 Payments Bank Limited	L65100MH2007PLC171959	Subsidiary	75
2	Fino Finance Private Limited	U65921MH1994PTC216496	Subsidiary	100
3	Fino Financial Services Private	U67100MH2014PTC258273	Subsidiary	100
4	Fino Trusteeship Services Limi	U67190MH2009PLC192391	Associate	49

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	120,000,000	104,620,402	104,620,402	104,620,402
Total amount of equity shares (in Rupees)	1,200,000,000	1,046,204,020	1,046,204,020	1,046,204,020

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	120,000,000	104,620,402	104,620,402	104,620,402
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,200,000,000	1,046,204,020	1,046,204,020	1,046,204,020

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000,000	22,788,561	22,788,561	22,788,561
Total amount of preference shares (in rupees)	500,000,000	227,885,610	227,885,610	227,885,610

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
9% Series A, 0.005% Series B and 12% Series C Pr				
Number of preference shares	50,000,000	22,788,561	22,788,561	22,788,561
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	500,000,000	227,885,610	227,885,610	227,885,610

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	78,250	109,328,906	109407156	1,094,071,5	1,094,071,	

Increase during the year	0	7,000	7000	0	0	0
i. Pubic 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	7,000	7000			
Dematerialisation of physical shares						
Decrease during the year	8,626	4,785,128	4793754	47,867,540	47,867,540	0
i. Buy-back of shares	1,626	4,785,128	4786754	47,867,540	47,867,540	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	7,000	0	7000			
Dematerialisation of physical shares						
At the end of the year	69,624	104,550,778	104620402	1,046,204,0	1,046,204,	
Preference shares						
At the beginning of the year	0	23,831,215	23831215	238,312,150	238,312,15	
Increase during the year	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	
NA						
Decrease during the year	0	0	0	10,426,540	10,426,540	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				10,426,540	10,426,540	
Buyback of preference shares						
At the end of the year	0	23,831,215	23831215	227,885,610	227,885,610	

ISIN of the equity shares of the company

INE511I01011

(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		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Total			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

130,889,286.26

(ii) Net worth of the Company

4,492,805,584

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	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0

3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(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	10,628,023	10.16	0	0
	(ii) Non-resident Indian (NRI)	1,390,237	1.33	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	27,991,070	26.75	0	0
3.	Insurance companies	21,527,716	20.58	0	0
4.	Banks	16,235,140	15.52	0	0
5.	Financial institutions	11,300	0.01	0	0
6.	Foreign institutional investors	24,828,769	23.73	22,788,561	100
7.	Mutual funds	0	0	0	0

8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	2,005,648	1.92	0	0
10.	Others Trust	2,499	0	0	0
	Total	104,620,402	100	22,788,561	100

Total number of shareholders (other than promoters)

6,821

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

6,821

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

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Intel Capital Corporati				6,776,518	
International Finance				9,250,669	
HAV 3 Holdings (Maur				13,631,303	
Blackstone GPV Capita				17,958,840	

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	0	0
Members (other than promoters)	6,642	6,821
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	1	1	3	0.02	0
(i) Non-Independent	1	0	1	0	0.02	0

(ii) Independent	0	1	0	3	0	0
C. Nominee Directors representing	0	2	0	3	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	2	0	3	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	3	1	6	0.02	0

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

8

(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)
Ashok Kasaragod Kini	00812946	Director	0	
Apurva Pradeep Joshi	06608172	Additional director	0	
Rajeev Deoras	02879519	Additional director	0	
Prateek Roongta	00622797	Nominee director	0	
Manoj Heda	09368299	Nominee director	0	
Marcus Peter Strutt Tho	02163280	Nominee director	0	
Amit Kumar Jain	08353693	Additional director	20,044	
Rakesh Kripashankar T	ACCPT2035J	CFO	0	20/05/2023

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

10

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)
Rajeev Deoras	02879519	Additional director	25/11/2022	Appointment
Apurva Pradeep Joshi	06608172	Additional director	25/11/2022	Appointment
Ramakrishna Gupta Vel	08188547	Nominee director	02/11/2022	Cessation
Sudeep Gupta	07899859	Whole-time director	28/11/2022	Cessation
Amit Kumar Jain	08353693	Additional director	25/11/2022	Appointment
Ravindra Gupta	BBSPG2339C	Company Secretary	26/08/2022	Appointment
Rakesh Tripathi	ACCPT2035J	CFO	26/07/2022	Appointment
Ravindra Gupta	BBSPG2339C	Company Secretary	11/01/2023	Cessation
Prateek Roongta	00622797	Nominee director	28/10/2022	Appointment
Manoj Heda	09368299	Nominee director	22/11/2022	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	23/09/2022	6,742	40	12.65

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	29/04/2022	4	4	100
2	08/06/2022	4	4	100
3	28/06/2022	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	26/07/2022	4	4	100
5	26/08/2022	4	4	100
6	22/09/2022	4	4	100
7	25/11/2022	5	5	100
8	27/01/2023	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

8

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	26/07/2022	3	3	100
2	Audit Committee	26/08/2022	3	3	100
3	Audit Committee	25/11/2022	3	3	100
4	Nomination and Remuneration Committee	29/04/2022	2	2	100
5	Nomination and Remuneration Committee	26/07/2022	3	3	100
6	Nomination and Remuneration Committee	25/11/2022	3	3	100
7	Corporate Social Responsibility Committee	26/07/2022	3	3	100
8	Independent Directors	31/03/2023	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	29/09/2023
								(Y/N/NA)
1	Ashok Kasara	8	8	100	8	8	100	Yes
2	Apurva Pradeep	1	1	100	1	1	100	Yes
3	Rajeev Deora	1	1	100	1	1	100	Yes

4	Prateek Roongta	2	2	100	0	0	0	No
5	Manoj Heda	2	1	50	0	0	0	No
6	Marcus Peter	8	8	100	6	6	100	Yes
7	Amit Kumar Jain	1	1	100	0	0	0	Yes

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sudeep Gupta	Whole-time Dire	0	0	0	0	0
2	Amit Kumar Jain	Whole-time Dire	2,849,012	0	0	0	2,849,012
	Total		2,849,012	0	0	0	2,849,012

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
1	Rakesh Tripathi	Chief Financial C	3,272,640	0	0	0	3,272,640
2	Ravindra Gupta	Company Secre	607,957	0	0	0	607,957
	Total		3,880,597	0	0	0	3,880,597

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashok Kasaragod K	Independent Dir	0	0	0	800,000	800,000
2	Rajeev Deoras	Independent Dir	0	0	0	100,000	100,000
3	Apurva Pradeep Jo	Independent Dir	0	0	0	100,000	100,000
	Total		0	0	0	1,000,000	1,000,000

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

Please refer point no. 12 of attached form MGT-8

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

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 16207

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

Digitally signed by
AMIT KUMAR
JAIN
Date: 2023.11.28
16:40:23 +05'30'

DIN of the director

To be digitally signed by

Digitally signed by
SURAJ
RAJENDRA
GUJJA
Date: 2023.11.28
16:40:28 +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

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders_31032023.pdf
Additional Attachment_Clarification_MGT-
FPL MGT-8_2022-23_sign.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