

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]



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 Shirwane,Juinagar
Navi Mumbai
Thane
Maharashtra
400706

(c) *e-mail ID of the company

ravindra.gupta@finopaytech.co

(d) *Telephone number with STD code

02271377000

(e) Website

(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 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 23/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

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	76.76

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

*No. of Companies for which information is to be given 4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FINO FINANCE PRIVATE LIMITE	U65921MH1994PTC216496	Subsidiary	100
2	FINO PAYMENTS BANK LIMITEI	U65100MH2007PLC171959	Subsidiary	75
3	FINO FINANCIAL SERVICES PRI	U67100MH2014PTC258273	Subsidiary	100
4	FINO TRUSTEESHIP SERVICES L	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	109,407,156	109,407,156	109,407,156
Total amount of equity shares (in Rupees)	1,200,000,000	1,094,071,560	1,094,071,560	1,094,071,560

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	109,407,156	109,407,156	109,407,156
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,200,000,000	1,094,071,560	1,094,071,560	1,094,071,560

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000,000	23,831,215	23,831,215	23,831,215
Total amount of preference shares (in rupees)	500,000,000	238,312,150	238,312,150	238,312,150

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	50,000,000	23,831,215	23,831,215	23,831,215
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	500,000,000	238,312,150	238,312,150	238,312,150

(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	98,809,361	818,750	99628111	996,281,110	996,281,110	

Increase during the year	0	9,779,045	9779045	97,790,450	97,790,450	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	2,966,470	2966470	29,664,700	29,664,700	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	1,312,575	1312575	13,125,750	13,125,750	0
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify		5,500,000	5500000	55,000,000	55,000,000	0
Conversion of Warrants						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	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	
Nil						
At the end of the year	98,809,361	10,597,795	109407156	1,094,071,5	1,094,071,	
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						
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	23,831,215	23831215	238,312,150	238,312,150	

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

8,416,356,000

(ii) Net worth of the Company

11,835,839,000

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	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	12,865,923	11.76	0	0
	(ii) Non-resident Indian (NRI)	1,194,928	1.09	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	29,271,759	26.75	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	16,669,118	15.24	0	0
5.	Financial institutions	2,832,213	2.59	0	0
6.	Foreign institutional investors	25,972,216	23.74	23,831,215	100
7.	Mutual funds	0	0	0	0

8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	20,368,048	18.62	0	0
10.	Others Trust	232,951	0.21	0	0
	Total	109,407,156	100	23,831,215	100

Total number of shareholders (other than promoters)

6,642

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

6,642

(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	CITIBANK N.A. CUSTODY SERVICES			7,094,013	
International Finance	CCITIBANK N.A. CUSTODY SERVICE			9,673,917	
HAV 3 Holdings (Maur	HSBC SECURITIES SERVICES GOREG			14,254,983	
Blackstone GPV Capita	Deutsche Bank AG, DB house, Haz			18,780,518	

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)	3,870	6,642
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	2	1	1	0	0
(i) Non-Independent	1	0	1	0	0	0

(ii) Independent	0	2	0	1	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	5	1	3	0	0

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

4

(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	
Ramakrishna Gupta Vel	08188547	Nominee director	0	
Sudeep Gupta	07899859	Whole-time director	2	
Marcus Peter Strutt Tho	02163280	Nominee director	0	

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

6

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)
Praveer Kumar	ATHPK8597L	CFO	10/12/2021	Cessation
Jitendra Kumar Garg	AMXPG9106E	Company Secretary	07/03/2022	Cessation
Anjana Grewal	06896404	Director	16/02/2022	Cessation
Alok Gupta	03289654	Nominee director	31/12/2021	Cessation
Marcus Peter Strutt Tho	02163280	Nominee director	25/01/2022	Appointment
Amit Jain	06917608	Nominee director	25/05/2021	Cessation

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	30/09/2021	5,219	30	42.74

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/06/2021	5	5	100
2	19/07/2021	5	4	80
3	27/08/2021	5	5	100
4	27/09/2021	5	5	100
5	21/10/2021	5	5	100
6	25/10/2021	5	5	100
7	25/01/2022	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

6

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	24/06/2021	3	3	100
2	Audit Committee	27/08/2021	3	3	100
3	Audit Committee	25/01/2022	2	2	100
4	Nomination and Remuneration	24/06/2021	3	3	100
5	Nomination and Remuneration	27/08/2021	3	3	100
6	Corporate Social Responsibility	24/06/2021	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	23/09/2022
								(Y/N/NA)
1	Ashok Kasara	7	6	85.71	6	6	100	Yes
2	Ramakrishna	7	7	100	1	1	100	No
3	Sudeep Gupta	7	7	100	0	0	0	Yes
4	Marcus Peter	0	0	0	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

1

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
	Total		0	0	0	0	0

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	Praveer Kumar	CFO	3,615,350	0	0	0	3,615,350
2	Jitendra Kumar Gar	Company Secre	1,032,301	0	0	0	1,032,301
	Total		4,647,651	0	0	0	4,647,651

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashok Kasaragod K	Director	0	0	0	600,000	600,000
2	Anjana Grewal	Director	0	0	0	650,000	650,000
	Total		0	0	0	1,250,000	1,250,000

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

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

Sudeep
Gupta
Digitally signed by
Sudeep Gupta
Date: 2022.11.16
15:51:23 +05'30'

DIN of the director

To be digitally signed by

RAVINDRA
RAM PARAS
GUPTA
Digitally signed by
RAVINDRA RAM
PARAS GUPTA
Date: 2022.11.16
15:53:20 +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 Equity Shareholders.pdf
MGT-8_FPL_2021-22_Signed.pdf
List of Preference Shareholders.pdf
Shares transfer during the close of last FY.

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