

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

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



Form language

☒ English ☐ Hindi

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L65100MH2007PLC171959

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	FINO PAYMENTS BANK LIMITED	FINO PAYMENTS BANK LIMITED
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, India, 400706	MindSPACE Juinagar, 8th Floor, Plot No. Gen 2/1/F, Tower 1, TTC Industrial Area, MIDC Shirwan, e, Juinagar, NA, Navi Mumbai, Thane, Maharashtra, India, 400706
Latitude details	19.05239	19.05239
Longitude details	73.02531	73.02531

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

RO Pics.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****5D

(c) *e-mail ID of the company

*****nobank.com

(d) *Telephone number with STD code

02*****00

(e) Website	<div style="border: 1px solid black; padding: 2px;">https://www.finobank.com/</div>											
iv *Date of Incorporation (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">23/06/2007</div>											
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	<div style="border: 1px solid black; padding: 2px;">Public company</div>											
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	<div style="border: 1px solid black; padding: 2px;">Company limited by shares</div>											
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	<div style="border: 1px solid black; padding: 2px;">Indian Non-Government company</div>											
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No											
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No											
(b) Details of stock exchanges where shares are listed												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>				S. No.	Stock Exchange Name	Code	1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)	2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
S. No.	Stock Exchange Name	Code										
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)										
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)										
viii Number of Registrar and Transfer Agent	<div style="border: 1px solid black; padding: 2px; width: 100px;">1</div>											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 20%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">L72400MH2017PLC444072</td> <td style="text-align: center;">KFIN TECHNOLOGIES LIMITED</td> <td>301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070</td> <td style="text-align: center;">INR000000221</td> </tr> </tbody> </table>				CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221	
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent									
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221									
ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No											
(b) If yes, date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">29/08/2025</div>											
(c) Due date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">30/09/2025</div>											
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No											
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>											

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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 activities	66	Other financial activities	100

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

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

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U72900MH2006PLC162656		FINO PAYTECH LIMITED	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	90000000.00	83218402.00	83218402.00	83218402.00
Total amount of equity shares (in rupees)	900000000.00	832184020.00	832184020.00	832184020.00

Number of classes

01

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	90000000	83218402	83218402	83218402
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	900000000.00	832184020.00	832184020	832184020

(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
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Total amount of unclassified shares

0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	83214302	83214302	832143020	832143020	
Increase during the year	0.00	4100.00	4100	41000	41000	877195
i Public Issues	0	0	0	0	0	
ii Rights issue	0	0	0	0	0	
iii Bonus issue	0	0	0	0	0	
iv Private Placement/ Preferential allotment	0	0	0	0	0	
v ESOPs	0	4100	4100	41000	41000	877195
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	
ix GDRs/ADRs	0	0	0	0	0	
x Others, specify <div></div>						
Decrease during the year	0.00	0.00	0	0	0	0
i Buy-back of shares	0	0	0	0	0	
ii Shares forfeited	0	0	0	0	0	
iii Reduction of share capital	0	0	0	0	0	
iv Others, specify <div></div>						
At the end of the year	0.00	83218402.00	83218402.00	832184020.00	832184020.00	
(ii) Preference shares						
At the beginning of the year	0	0	0	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0	0	0	0
i Issues of shares	0	0	0	0	0	
ii Re-issue of forfeited shares	0	0	0	0	0	
iii Others, specify <div></div>						
Decrease during the year	0.00	0.00	0	0	0	0
i Redemption of shares	0	0	0	0	0	
ii Shares forfeited	0	0	0	0	0	
iii Reduction of share capital	0	0	0	0	0	
iv Others, specify <div></div>						
At the end of the year	0.00	0.00	0	0.00	0.00	

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		<div></div>
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)**(a) Non-convertible debentures**

*Number of classes

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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

18471043716

ii * Net worth of the Company

5718572623

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	62411997	75.00	0	0.00

10	Others <div></div>				
	Total	62411997.00	75	0.00	0

Total number of shareholders (promoters)

1

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	11487407	13.80	0	0.00
	(ii) Non-resident Indian (NRI)	439200	0.53	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	283720	0.34	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	3398286	4.08	0	0.00
7	Mutual funds	2524586	3.03	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	2184932	2.63	0	0.00

10	Others				
	Trust,HUF,AIF,CM	488274	0.59	0	0.00
	Total	20806405.00	25	0.00	0

Total number of shareholders (other than promoters)

64806

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

64807.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	13128
2	Individual - Male	51379
3	Individual - Transgender	0
4	Other than individuals	300
	Total	64807.00

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

31

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ENVISION INDIA FUND	C/O Apex Fund Services (Mauritius) Ltd 4th Floor 19 Bank Street Cybercity Ebene Mauritius	31/03/2025	Mauritius	1445000	1.73
FIDELITY FUNDS - INDIA FOCUS FUND	2a Rue Albert Borschette Luxembourg	31/03/2025	Luxembourg	1041005	1.24
NEW VERNON INDIA LIMITED	C/O Tri Pro Administrators Ltd Level 5 Maeva Tower Bank Street Cybercity Ebene	31/03/2025	Mauritius	233000	0.27
QUADRATURE CAPITAL VECTOR SP LIMITED	'Suite #7 Grand Pavilion Commercial Centre 802 West Bay Road P.O. Box 10250 Grand Caym	31/03/2025	Cayman Islands	166415	0.19

JOHN ALBERT GUNN	'ORBIS FINANCIAL CORPORATION LTD. 4 A, OCUS TECHNOPOLIS SECTOR 54, GOLF CLUB ROAD GURGAON	31/03/2025	India	84100	0.09
NEW VERNON FINANCIAL SECTOR FUND LP	c/o Intertrust Corporate Services (Cayman) Limited 190 Elgin Avenue George Town Grand Cayman	31/03/2025	Cayman Islands	72844	0.08
MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	'23 Church Street 16-01 Capital Square Singapore	31/03/2025	Singapore	72687	0.09
RED BAY LTD	C/O CODAN (MAURITIUS) LIMITED LEVEL 3 TOWER I NEXTERACOM TOWERS CYBERCITY EBENE	31/03/2025	Mauritius	59707	0.07
EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	6300 Bee Cave Road Building One Austin Texas 78746 USA	31/03/2025	United States	46612	0.06
SOMERVILLE TRADING ENTERPRISES, LLC	JPMorgan Chase Bank, N.A. India Sub Custody 9th Floor, Tower A Block 9, NKP Western Express Highway, Goregaon E.	31/03/2025	India	35772	0.04
CITADEL SECURITIES SINGAPORE PTE. LIMITED	#22-01 and #22-02 Asia Square Tower 2 12 Marina View Singapore Singapore	31/03/2025	Singapore	30024	0.04
DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware	31/03/2025	United States	27070	0.03
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA	31/03/2025	United States	13562	0.02
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	20 Triton Street Regents Place London NW1 3BF U K	31/03/2025	United Kingdom	11619	0.01

SOCIETE GENERALE - ODI	29 BOULEVARD HAUSSMANN PARIS	31/03/2025	France	9243	0.01
EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	Suite 820 7 St. Paul Street Baltimore Maryland	31/03/2025	United States	8826	0.01
EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF D FA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	31/03/2025	United States	6095	0.01
EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	25/28 NORTH WALL QUAY DUBLIN I	31/03/2025	Ireland	5853	0.01
DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIM ENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware	31/03/2025	United States	4134	0.01
ALASKA PERMANENT FUND	801 WEST 10TH STREET JUNEAU ALASKA	31/03/2025	United States	3797	0.01
DOVETAIL INDIA FUND CLASS 5 SHARES	4th Floor 19 Bank Street Cybercity Ebene	31/03/2025	Mauritius	3500	0.01
UBS AG - ODI	BAHNHOFSTRASSE 45 ZURICH	31/03/2025	Switzerland	2924	0.01
EMERGING MARKETS TARGETED VALUE PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE	31/03/2025	United States	2776	0.01
EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND O F DIMENSIONAL FUNDS PLC	25/28 NORTH WALL QUAY DUBLIN	31/03/2025	Ireland	2751	0.01
DFA INTERNATIONAL CORE EQUITY FUND	SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA	31/03/2025	Colombia	2499	0.01

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**[Details of 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)	65143	64806
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	0.01	0.00
i Non-Independent	1	0	1	0	0.01	0
ii Independent	0	5	0	5	0	0
C Nominee Directors representing	0	2	0	2	0.00	0.00
i. Banks and 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	2	0	0
Total	1	7	1	7	0.01	0.00

*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
RISHI GUPTA	01433190	Managing Director	5325	
RAJAT KUMAR JAIN	00046053	Director	0	
DEENA ASIT MEHTA	00168992	Additional Director	0	
RAKESH BHARTIA	00877865	Director	0	
ANITA SUDHIR PAI	07651059	Director	0	
NEETA MUKERJI	00056010	Director	0	
PRATEEK ROONGTA	00622797	Nominee Director	0	
PANKAJ KUMAR	07245781	Nominee Director	0	
KETAN DHIRENDRA MERCHANT	AKAPM5700F	CFO	0	
BASAVRAJ SHIVANAND LONI	AEIPL9294H	Company Secretary	1	31/05/2025
RISHI GUPTA	AAPPG6986J	CEO	5325	

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

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
ANITA SUDHIR PAI	07651059	Additional Director	07/04/2024	Change in designation
NEETA MUKERJI	00056010	Additional Director	25/05/2024	Change in designation
DEENA ASIT MEHTA	00168992	Director	19/03/2025	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

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/09/2024	65541	43	75.02

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/04/2024	8	8	100
2	30/05/2024	8	8	100
3	31/07/2024	8	8	100
4	23/10/2024	8	8	100
5	18/12/2024	8	8	100
6	29/01/2025	8	7	87.5
7	16/03/2025	8	6	75

C COMMITTEE MEETINGS

Number of meetings held

37

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/04/2024	4	4	100
2	Audit Committee	31/07/2024	4	4	100
3	Audit Committee	23/10/2024	4	4	100

4	Audit Committee	18/12/2024	4	4	100
5	Audit Committee	29/01/2025	4	4	100
6	Nomination & Remuneration Committee	30/05/2024	4	4	100
7	Nomination & Remuneration Committee	30/07/2024	4	4	100
8	Nomination & Remuneration Committee	22/10/2024	4	4	100
9	Nomination & Remuneration Committee	26/11/2024	4	4	100
10	Nomination & Remuneration Committee	28/01/2025	4	3	75
11	Nomination & Remuneration Committee	15/03/2025	4	3	75
12	Stakeholders Relationship Committee	30/07/2024	4	4	100
13	Stakeholders Relationship Committee	28/01/2025	4	4	100
14	Risk & ALM Committee	29/04/2024	5	5	100
15	Risk & ALM Committee	30/07/2024	5	5	100
16	Risk & ALM Committee	22/10/2024	5	5	100
17	Risk & ALM Committee	28/01/2025	5	4	80
18	Customer Service Committee	29/04/2024	5	5	100
19	Customer Service Committee	22/10/2024	5	5	100
20	Corporate Social Responsibility & ESG Committee	29/04/2024	4	4	100
21	Corporate Social Responsibility & ESG Committee	22/10/2024	4	4	100
22	IT Strategy Committee	30/05/2024	5	5	100
23	IT Strategy Committee	23/07/2024	5	5	100
24	IT Strategy Committee	22/10/2024	5	5	100
25	IT Strategy Committee	28/01/2025	5	4	80

26	IT Strategy Committee	15/03/2025	5	4	80
27	Committee of Directors (Operations)	24/04/2024	3	3	100
28	Committee of Directors (Operations)	16/07/2024	3	2	66.67
29	Committee of Directors (Operations)	16/10/2024	3	3	100
30	Committee of Directors (Operations)	20/01/2025	3	3	100
31	Business & Corporate Restructuring Committee	04/04/2024	3	3	100
32	Business & Corporate Restructuring Committee	30/05/2024	5	5	100
33	Business & Corporate Restructuring Committee	26/11/2024	5	5	100
34	Business & Corporate Restructuring Committee	16/03/2025	5	4	80
35	Special Committee of the Board for Monitoring and Follow-Up of Cases of Frauds	28/01/2025	3	3	100
36	Independent Directors	27/04/2024	5	5	100
37	Independent Directors	21/10/2024	5	5	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	
								29/08/2025 (Y/N/NA)
1	RISHI GUPTA	7	7	100	24	24	100	Yes
2	RAJAT KUMAR JAIN	7	7	100	18	17	94	Yes
3	DEENA ASIT MEHTA	7	7	100	20	20	100	Yes
4	RAKESH BHARTIA	7	7	100	20	20	100	Yes

5	ANITA SUDHIR PAI	7	7	100	17	17	100	Yes
6	NEETA MUKERJI	7	6	85	19	19	100	Yes
7	PRATEEK ROONGTA	7	5	71	19	13	68	No
8	PANKAJ KUMAR	7	7	100	11	11	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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	Rishi Gupta	Managing Director	24400000	0	16292350	16292350	56984700.00
	Total		24400000.00	0.00	16292350.00	16292350.00	56984700.00

B *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	Mr. Basavraj S. Loni	Company Secretary	7436807	0	0	173200	7610007.00
2	Mr. Ketan Dhirendra Merchant	CFO	19249920	0	9425064	9425064	38100048.00
	Total		26686727.00	0.00	9425064.00	9598264.00	45710055.00

C *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. Rajat Kumar Jain	Director	0	0	0	3625000	3625000.00
2	Mrs. Deena Asit Mehta	Director	0	0	0	3350000	3350000.00
3	Mr. Rakesh Bhartia	Director	0	0	0	3350000	3350000.00

4	Mrs. Anita Sudhir Pai	Director	0	0	0	3125000	3125000.00
5	Mrs. Neeta Mukerji	Director	0	0	0	3175000	3175000.00
	Total		0.00	0.00	0.00	16625000 .00	16625000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

64807

XIV Attachments

(a) List of share holders, debenture holders

FINO2025.xlsm

(b) Optional Attachment(s), if any

MGT-8_FPBL_2024-25.pdf
Clarification letter to MGT-7
FY25.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

FINO PAYMENTS BANK
LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/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 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;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor

Education and Protection Fund in accordance with section 125 of the Act;

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/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15 acceptance/ renewal/ repayment of deposits;

16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

☐ Associate

☒ Fellow

Certificate of practice number

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

*(b) Name of the Designated Person

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 18 dated* (DD/MM/YYYY) 29/05/2025 to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*4*3*9*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

2*0*5

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

AB8367455

eForm filing date (DD/MM/YYYY)

18/10/2025

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