

ANNEXURE A

Annexure to the Directors' Report

EXTRACT OF ANNUAL RETURN

Form No. MGT-9

as on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration), Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U65100MH2007PLC171959
2.	Registration Date	23 rd June,2007
3.	Name of the Company	Fino Payments Bank Limited (formerly FINO Fintech Limited)
4.	Category/Sub-category of the Company	Company limited by shares Indian Non-Government Company
5.	Address of the Registered office & contact details	Shree Sawan Knowledge Park, 2nd Floor, D-507, TTC Industrial Area, MIDC Turbhe, Navi Mumbai -400705, Maharashtra. India Tel:02271047100
6.	Whether listed company	Unlisted
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other financial service activities, except insurance and pension funding activities	64990	100

b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	*6	*6	negligible	-	*6	*6	negligible	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-								
c) Others (Foreign Body Corporates including FDI)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2)	-	6	6	negligible	-	6	6	negligible	-
Total Public Shareholding (B) = (B)(1) +(B)(2)	-	6	6	negligible	-	6	6	negligible	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	4,45,79,997	4,45,79,997	100	-	4,45,79,997	4,45,79,997	100	-

*Fino PayTech Limited holds beneficial interest in 6 (six) equity shares which are held by six individuals

(ii) Shareholding of Promoter-

Sl. No	Name of shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Fino PayTech Limited	4,45,79,991	100	-	4,45,79,991	100	-	No change

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no.	Name of shareholder	Shareholding		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the Year	
		No. of Shares at the beginning and end of the year	% of total Shares of the company				No. of Shares	% of total Shares of the company
1.	Fino PayTech Ltd	4,45,79,991	100		No Change		4,45,79,991	100

(iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year: Vipr Raj Bhardwaj	1	0.01	1	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease	No Change			
	At the end of the year (or on the date of separation, if separated during the year)	1	0.01	1	0.01

2.	At the beginning of the year: Vikaas Goel	1	0.01	1	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease	No Change			
	At the end of the year (or on the date of separation, if separated during the year)	1	0.01	1	0.01
3.	At the beginning of the year: Shailesh Pandey	1	0.01	1	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease	No Change			
	At the end of the year (or on the date of separation, if separated during the year)	1	0.01	1	0.01
4.	At the beginning of the year: Rajeev Arora	1	0.01	1	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease	No Change			
	At the end of the year (or on the date of separation, if separated during the year)	1	0.01	1	0.01
5.	At the beginning of the year: Ashish Ahuja	1	0.01	1	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease	No Change			
	At the end of the year	1	0.01	1	0.01

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year: Rishi Gupta	1	0.01	1	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease	No Change			
	At the end of the year (or on the date of separation, if separated during the year)	1	0.01	1	0.01

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	356,520,267	122,850,787	392,275,340	871,646,395
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	75,012	-	10,361	85,373
Total (i+ii+iii)	356,595,279	122,850,787	392,285,702	871,731,768
Change in Indebtedness during the financial year	-	-	-	-
* Addition	472,807,638	122,850,787	83,144,345	555,951,983
* Reduction	-	-	-	122,850,787
Net Change	472,807,638	122,850,787	83,144,345	678,802,770
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	829,029,182	-	475,399,671	1,304,428,854
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	373,735	-	-	404,110
Total (i+ii+iii)	829,402,917	-	475,430,046	1,304,832,964

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of Director	Total Amount
		Mr. Rishi Gupta MD & CEO	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,19,66,711	1,19,66,711
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6,61,306	6,61,306
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-

2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others- Performance Bonus (to be paid, subject to approval of RBI and shareholders of the Bank)	23,80,000	23,80,000
	Total (A)	1,26,28,017	1,26,28,017
	Ceiling as per the Act	-	-

B. REMUNERATION TO OTHER DIRECTORS

Sl. No.	Particulars of Remuneration	Names of Directors		Total Amount
		Mr. M.K Chouhan	Ms. Punita Sinha	
1	Independent Directors		-	-
	Fee for attending board and committee meetings	1,450,000	1,000,000	2,450,000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	1,450,000	1,000,000	2,450,000
2	Other Non-Executive Directors	Mr. Amit Jain	Mr. Pramod Sharma till 31/12/2018	
	Fee for attending board and committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	1,450,000	1,000,000	2,450,000
	Total Managerial Remuneration	1,450,000	1,000,000	2,450,000
	Overall Ceiling as per the Act	-	-	-

Sl. No.	Particulars of Remuneration	Names of Directors		Total Amount
		Mr. N. Venkiteswaran	Mr. Ganesh Natarajan	
1	Independent Directors		-	-
	Fee for attending board and committee meetings	1,300,000	575,000	1,875,000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	1,300,000	575,000	1,875,000
2	Other Non-Executive Directors	Mr. Avijit Saha w.e.f 18/05/2018		
	Fee for attending board and committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	1,300,000	575,000	1,875,000
	Total Managerial Remuneration	1,300,000	575,000	1,875,000
	Overall Ceiling as per the Act	-	-	-

Sl. No.	Particulars of Remuneration	Names of Directors		Total Amount
		Mr. Narendra Kumar Ambwani till 15/11/2018	Mr. Suresh Kumar Jain w.e.f 16/01/2019	
1	Independent Directors			-
	Fee for attending board and committee meetings	975,000	-	975,000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	975,000	-	975,000
2	Other Non-Executive Directors	-	-	
	Fee for attending board and committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	975,000	-	975,000
	Total Managerial Remuneration	975,000	-	975,000
	Overall Ceiling as per the Act	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL		
		Mr. Mukund Barsagade as CFO till 23/05/2018	Mr. Sarju Simaria as CFO w.e.f 24/05/2018 till 30/09/2018	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	895,517	5,557,482	6,452,999
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	152,573	900,147	1,052,720
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others specify...	-	-	-
5	Others, please specify	-	-	-
	Total	1,048,090	6,457,630	7,505,720

Sl. No.	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL		
		Mr. S. Rajaraman - CS	Mr. Ketan Merchant - CFO w.e.f 11/02/2019	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,598,560	630,288	4,228,848
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	244,440	49,336	293,776
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others specify...	-	-	-
5	Others, please specify	-	-	-
	Total	3,843,000	679,624	4,522,624

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

For and on behalf of the Board of Directors

Sd/-

Place : Navi Mumbai

Date : May 22, 2019

Mr. M.K Chouhan

Non-executive Chairman & Independent Director