



21st November, 2018

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code - 538772

Sub: Intimation under Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith a copy of the Annual Report for the financial year ending 31st March, 2018, which was approved at the 30th Annual General Meeting of the Company held on Tuesday, 25th September, 2018 at 11.00 a.m. at the Registered Office of the Company at Neelkanth Corporate IT Park, 311/312, 3rd Floor, Kiro Road, Vidyavihar (w), Mumbai – 400086.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Niyogin Fintech Limited**

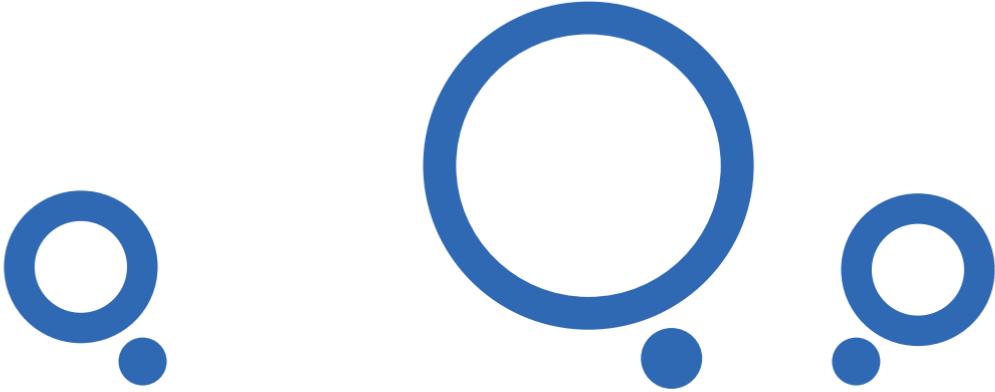
Mandar Godbole
Company Secretary & Compliance Officer
M. No.: ACS 30240

Encl.: As Above

NIYOGIN FINTECH LIMITED

Annual Report 2017-18

niyogin



reimagining
the **future** of small businesses

Contents

02	A DIGITALLY-DRIVEN ORGANISATION FOCUSED ON EMPOWERING THE MSMEs
04	BOARD OF DIRECTORS
05	LEADERSHIP TEAM
06	MANAGEMENT DISCUSSION & ANALYSIS
10	DIRECTORS' REPORT
31	CORPORATE GOVERNANCE REPORT
46	INDEPENDENT AUDITOR'S REPORT
52	BALANCE SHEET
53	STATEMENT OF PROFIT AND LOSS
54	CASH FLOW STATEMENT
56	NOTES TO THE FINANCIAL STATEMENTS
78	NOTICE

Corporate Information

Board of Directors

MR. AMIT RAJPAL
Non Executive Chairman

MR. MAKARAND PATANKAR
Whole Time Director

MR. KAPIL KAPOOR
Independent Director

MS. SUTAPA BANERJEE
Independent Director

MS. SUCHETA DALAL
Independent Director

Bankers

IndusInd Bank

Citi Bank

ICICI Bank

Chief Financial Officer

MR. SANDEEP KUMAR

Company Secretary & Compliance Officer

MR. MANDAR GODBOLE

Registered Office

307, 3rd Floor, Marathon Icon,
Off. Ganpatrao Kadam Marg,
Lower Parel West, Mumbai - 400013.

NEW REGISTERED OFFICE

(w.e.f. 1st September, 2018)

Neelkanth Corporate IT Park,
311/312, 3rd Floor, Kirol Road,
Vidyavihar (West), Mumbai - 400086.

Registrar & Transfer Agent

Link Intime India Private Limited

247, Lal Bahadur Shastri Marg,
Surya Nagar, Gandhi Nagar,
Vikhroli West, Mumbai - 400 083.

30TH ANNUAL GENERAL MEETING

on Tuesday, 25th September, 2018 at 11:00 a.m.
at Registered Office:

Neelkanth Corporate IT Park, 311/312, 3rd Floor,
Kirol Road, Vidyavihar (West), Mumbai - 400086.

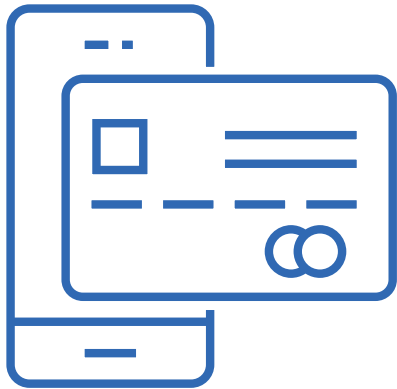
MSMEs are the essence of the Indian economy and form the heart of the entrepreneurial India. Yet it has been largely bypassed by the financial markets. Now with Government taking measures to enhance transparency and governance along with banks curbing financing to large corporates driven by rising NPA issues, democratisation of finance is happening. And this is led by MSMEs. They are adopting new-age digital tools and focussing on new growth avenues, thereby creating an unprecedented demand for financing.

At Niyogin Fintech Limited, with our focussed strategy to solve the financial and non-financial needs of MSMEs and empower them, we are re-imagining financing landscape. We have leveraged the power of digital to build an ecosystem that combines technology, data, analytics and human understanding.

We have created a unique network of physical and digital partnerships to multiply our reach. With this, we have a business model that dramatically reduces turnaround time for extending credit to our customers. The model enables rapid scaling of the business while maintaining credit standards.

**We are now
positioned
for a better
tomorrow.**

A DIGITALLY-DRIVEN ORGANISATION FOCUSSED ON EMPOWERING THE MSMEs



Niyogin is the Sanskrit word for 'empowerment'.

Formed to solve the financing problems of small businesses, we are a passionate team who operates through a unique digital-lending model.

The entire end-to-end process right from credit application, evaluation, documentation and disbursement happens digitally in a optimal paperless environment.

We have partnered with finance professionals who provide us a last-mile connectivity as well as new-age digital businesses who would like to use our platform to extend credit to their customers.

60

Financial professional partners

37

Locations

100+ years

Combined experience of our leadership team



VISION

To be the country's best small business-centric organisation, empowering customers through an ecosystem of products, partnerships, technology and exceptional customer experience.



MISSION

To give small businesses access to a holistic support system, through cost-efficient, innovative technology and a committed network of partners.



CORE VALUES

Trust

Trust is at the foundation of what we do and this reflects across all our interactions, be it with employees, customers or partners.

Innovation

We are always thinking ahead and beyond the usual. Questioning existing practices and continuously striving to improve.

Flexibility

We understand how dynamic our environment is - change, truly being the only constant. Open to ideas, we readily adapt to emerging business scenarios today.

Agility

Nimble and responsive, we pride ourselves on making quick decisions and translating them into a competitive advantage.

Customer Centricity

We put ourselves in the shoes of our customers to delight them from the moment they come on board. Empathy is not just a noun for us, it is a philosophy.

Transparency

Openness and honesty is a value we treasure. We take feedback in our stride, good or bad and are seriously committed to transparency with all stakeholders.

BOARD OF DIRECTORS



Amit Rajpal

Non-Executive Chairman & Co-Founder

Amit is a Commerce graduate from University of Mumbai, an MBA from IIM Calcutta and a qualified Cost and Works Accountant (ICWA). He is an expert in financial services investing. Amit is currently the CEO of Marshall Wace Asia, a globally leading hedge fund manager in the equities space. Prior to this, he worked at Morgan Stanley as part of the FIG research group, leading the consistently highly-ranked Asian bank's research franchise and the Global bank's Research team. He is credited with being the youngest Managing Director in Morgan Stanley at the age of 30.



Sutapa Banerjee

Independent Director

Sutapa has 24 years of experience in financial services across multinational banks - ANZ Grindlays and ABN AMRO. She headed and successfully built the Private Wealth businesses at ABN AMRO Bank and Ambit Capital from scratch. Sutapa was voted as the 'Top 20 Global Rising Stars of Wealth Management' by the institutional investor group in 2007 and as the top '50 most Powerful Women by Fortune India in 2012'. She is an advanced leadership fellow (2015) of Harvard University.



Makarand Patankar

Whole-Time Director

Mr. Patankar has over 40 years of experience in strategic and financial roles across financial services, pharmaceutical, healthcare and retail sector companies such as Glaxo, TATA & TNT. He has structured and successfully executed several IPOs, EOU-Buybacks, Carveout M&A's and other deals. He also has rich experience in Network Management having pioneered the development of the network of the Promoter Company viz. Information Interface India Private Limited, across the country.



Sucheta Dalal

Independent Director

A known name in the Indian journalism world, Sucheta has worked with India's leading newspapers including the Financial Editor of The Times of India, Consulting Editor with Indian Express and Financial Express, amongst others. In 1993, she received the Chameli Devi Award for outstanding journalism and Femina's Woman of Substance Award and the Padma Shri by the Government of India in 2006. She has served as a member of the NR Narayana Murthy committee on Corporate Governance in 2003, and was a member of the primary market advisory committee of the SEBI.



Kapil Kapoor

Independent Director

Kapil is the Chairman of Infoedge India limited and has been serving on their Board of Directors since 2002. He also serves on the Board of Trustees of the International Foundation for Research and Education (Ashoka University).

Kapil was the Global Chief Operating Officer for Timex Group USA and also Chairman of the public listed company, Timex Group India limited. Prior to that he ran the Asia Pacific region as a Senior Vice President for the Timex group. Before joining Timex, Kapil has worked in several senior management roles with Bausch and Lomb and Nestle in the Asia Pacific region, India and Europe.

He has also mentored many startup companies across sectors such as Education, Internet, Consumer and manufactured goods in India and overseas. Kapil has an MBA from IIM Ahmedabad and a bachelors degree in Economics Honors from the Shri Ram College of Commerce, Delhi University.

LEADERSHIP TEAM



Arnab Bhattacharya
President



Parag Chopde
President



Himanshu Rajpal
Chief Business Development Officer



Srivaths Varadharajan
Chief Information Officer



Noorallah Charania
Chief Operations Officer



R. Swaminathan
Chief Credit Officer



Vijay Sankar
Head of Collections



Mandar Godbole
Company Secretary & Compliance Officer



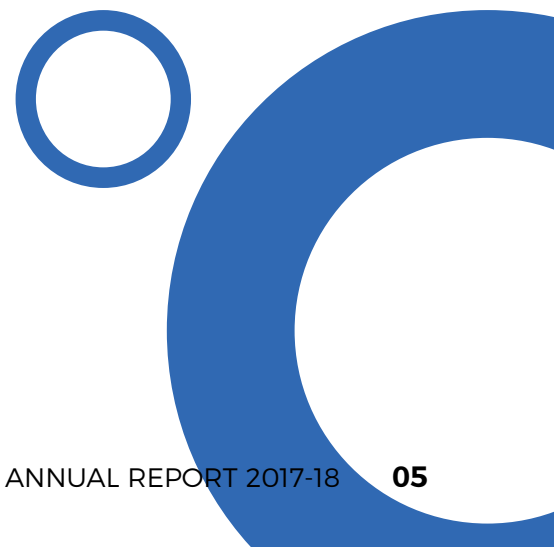
Sandeep Kumar
Chief Financial Officer



Kapil Kini
Head of Sales



Arun Sharma
Head of Products



MANAGEMENT DISCUSSION & ANALYSIS

Niyogin Fintech Limited (the "Company") (erstwhile M3 Global Finance Limited) was acquired by Information Interface India Private Limited in January 2017. The Company's name was changed to Niyogin Fintech Limited in May 2017. Post the acquisition, the management team put in tremendous efforts in the next ten months to set-up the infrastructure for the Company's pilot in Maharashtra which went live in December 2017. The Company disbursed its first loan in December 2017 and hence this is the first Management Discussion and Analysis Report of the Company after it has commenced operations which gives an overview of the Company's operational achievements in the last four months of the financial year 2017-18. Through this analysis, we have attempted to provide shareholders an indication of both the performance of the past year and the future growth plans of the Company.

A. INDIAN ECONOMIC SCENARIO:

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19. India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organization (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

B. FINTECH INDUSTRY - STRUCTURE AND DEVELOPMENTS:

1. GLOBAL FINTECH INDUSTRY:

Globally, lending models have undergone vast transformation driven by innovation and technology bringing a radical change in traditional financial services. The world has seen the emergence of more than 10,000 fintech start-ups in the past 3 years or so and these fintechs have been instrumental in bringing in seamless and innovative financial services model for the banked and unbanked population by making best use of technical tools. Fintech start-up firms engage in external partnerships with financial institutions, research institutions, technology experts, industry consultants and associations and through these partnerships, they create a highly integrated ecosystem that brings with it the expertise, experience, technology and facilities of all the entities together. The crux of operating a successful fintech lies in the fact that all

the stakeholders connect with each other, and through exchange of ideas, identify and convert opportunities into business. The success of fintechs have proved that in the age of technology driven financial services, no market participant can afford to operate in silos.

2. INDIAN FINTECH INDUSTRY:

Primary consumer research has validated Indian consumer's readiness to adopt digital lending. The traditionally cash-driven Indian economy has responded well to the fintech opportunity, primarily triggered by a surge in e-commerce sector. The biggest opportunity in fintech today is in areas where customers are under-served and benefit most significantly from the efficiency, analytics and transparency that technology provides. From wallets to lending to insurance, fintechs have redefined the way in which financial services can be provided in the most quickest and efficient way.

The Government of India has been a key contributor in the rise of fintech companies. Along with regulators such as SEBI and RBI, it is contributing the Indian economy in becoming cashless digital economy and emerge as a strong fintech ecosystem. The RBI has been instrumental in enabling the development of fintech sector by creating a conducive environment for the fintech companies to enable these companies to reach out to the unbanked population, regulating an efficient electronic payment and providing alternative options to the consumers. Fintech enablement in India has been seen primarily across payments, lending, security/biometrics and wealth management. These have been the prime focus areas for RBI and we have seen significant approaches published for encouraging fintech participations. The RBI has also recently released a consultation paper on regulating P2P lending market in India.

3. GENERAL BUSINESS ENVIRONMENT IN FINANCE SECTOR:

The NBFC sector, as a whole, accounted for 17 per cent of bank assets and 0.26 per cent of bank deposits as on September 30, 2017. The consolidated balance sheet size of the NBFC sector increased by 5% (September 2017 over March 2017) to ₹ 20.7 lakh crores, as against an increase of 14.2% between March 2016 and March 2017. NBFCs depended largely on public funds for funding their balance sheets. Borrowings through Non-Convertible Debentures (NCDs) witnessed a growth of 3.1% as on end of September 2017 against a 19.8 percent growth during 2016-17 while bank borrowings increased by 5.4% during the first half of the year (March 2017 to September 2017) against a negative growth of 7.0% during 2016-17. On the asset side, loans and

advances registered a growth of 6.6% during the first half of the 2017-18 which was 12.7% during the 2016-17. (Source: Economic Survey of India 2018)

Finance Industry – Present & Future Outlook

In recent years the country's financial services sector has largely been impacted by the NPA crisis, largely driven by mid-sized and large corporates. This impact will further result in reduced borrowing power of such corporates. In such scenario, it is more likely that the credit growth in the coming years will be driven by the smaller SME segments that have been relatively stable in terms of asset quality.

NBFCs are rapidly gaining prominence as intermediaries in the retail finance space. NBFCs finance more than 80 per cent of equipment leasing and hire purchase activities in India. The public deposit of NBFCs increased from US\$ 293.78 million in FY09 to US\$ 6,089.52 million in FY17, registering a compound annual growth rate (CAGR) of 46.10 per cent. The gross loans of India's Non-Banking Finance Company Microfinance Institutions (NBFC-MFIs) increased 24 per cent year-on-year in Q2 FY18 to ₹ 38,288 crore (US\$ 5.89 billion).

India's FinTech sector may be young but is growing rapidly, fueled by a large market base, an innovation-driven startup landscape and friendly government policies and regulations. Several startups populate this emerging and dynamic sector, while both traditional banking institutions and non-banking financial companies (NBFCs) are catching up. This new disruption in the banking and financial services sector has had a wide-ranging impact.

In India, FinTech has the potential to provide workable solutions to the problems faced by the traditional financial institutions such as low penetration, scarce credit history and cash driven transaction economy. If a collaborative participation from all the stakeholders, viz., regulators, market players and investors can be harnessed, Indian banking and financial services sector could be changed dramatically. FinTech service firms are currently redefining the way companies and consumers conduct transactions on a daily basis. The Indian FinTech industry grew 282% between 2013 and 2014, and reached USD 450 million in 2015. At present around 400 FinTech companies are operating in India and their investments are expected to grow by 170% by 2020. The transaction value for the Indian FinTech sector is estimated to be approximately USD 33 billion in 2016 and is forecasted to reach USD 73 billion¹² in 2020.

(Source: RBI's Report on Fintech & Digital Banking dated November 2017)

C. ABOUT THE COMPANY:

The Company was incorporated on 1st February 1988 as Parmarth Financial Consultants Private Limited. The Company's name was changed to Tibrewal Global Finance Private Limited on 23rd February 1995. The name was converted into a public limited company and was renamed as M3 Global Finance Limited on 25th June 2013. After the promoters acquired the Company, the name was changed to Niyogin Fintech Limited on 12th May 2017. To fund its operations, the Company raised additional capital of ₹ 230 crores from a small group of international and domestic private equity funds and high net worth individuals.

The vision of Niyogin is built on empowerment (Niyogin means "empower" in Sanskrit) of micro and small businesses in the country with a state-of-the-art digital infrastructure which enables them access to credit and other relevant services & products (both financial and non-financial) in a low cost, transparent and easily accessible format which helps improve their productivity significantly and grow effectively in a fiercely competitive domestic and global environment.

The Company's business model is based on four pillars of strategy:

Capital Efficiency

- Publicly listed NBFC providing permanent access to equity capital
- Leverage equity to expand balance sheet capacity
- Co-lending/risk participation partnerships with banks/alternate capital providers

Unique distribution

- Multi-Channel - Digital and Physical
- Financial Advisor network provides last mile physical connectivity
- "Moral suasion" and product customization due to community presence of the Financial Advisor network

Technology and Data

- Intuitive client and partner UI which streamlines onboarding
- Automated credit decisioning platform using multiple scorecards

NIYOGIN FINTECH LIMITED

- End to end paperless journey, including Aadhar based document execution

Partnerships

- Platformification by providing access to services/products beyond credit
- Create access through strategic partnerships delivered through the niyogin platform
- New business verticals through white labeled solutions/platform

India has made significant improvements in its digital infrastructure which has allowed for platforms and private business models such as Niyogin to use API's (Application Program Interface) to access data which enables automation of credit decisioning, making it far more superior to manual decisioning processes in terms of time, consistency and cost. We have the ability to link with multiple databases such as Aadhar (National ID verification) database, income and sales tax databases, credit bureaus, banks and legal databases while also using social media data points to run algorithms to analyse the credit worthiness of potential clients – this allows for a comprehensive view of the client from a underwriting standpoint in a way that was simply not possible even a year or two back to an environment now where the smartphone has become ubiquitous alongside payments infrastructure to create transaction efficiency and fulfilment.

D. OPERATIONAL & FINANCIAL PERFORMANCE:

I. OPERATIONAL REVIEW:

The Company is engaged in providing unsecured loans to Micro, Small and Medium Enterprises. During the financial year 2017-18, the Company focused on 2 aspects of its strategy – (a) raising equity capital and then (b) building the technology and data stack to enable the Company to start a pilot in Maharashtra in December 2017. The focus for 2018-19 is to build our distribution and drive prudent volume growth.

The Company has tied with business associates who have been operating for over 20 years and have presence across 400 locations in the country, especially in Tier 2 and 3 cities where they have well established financial advisory relationships with a lot of small and micro businesses. The Company commenced its operations towards the end of December 2017 with 3 months' pilot in Maharashtra. As on 31st March 2018, the Company disbursed loans amounting to ₹ 1.20 Crores to 8 customers. Since 1st April 2018 till the date of this report, the Company disbursed loans amounting to ₹ 18.56 Crores to 96 customers taking the total

disbursements to ₹ 19.76 Crores to 104 customers as on the date of this report.

II. FINANCIAL PERFORMANCE OF THE COMPANY IN FY 2017-18:

During the year under review, the Company's income stood at ₹ 1,223.12 Lacs (Previous Year: ₹ 15.02 Lacs). The income from operations amounted to ₹ 515.50 Lacs (Previous Year: ₹ 5.04). The Company incurred loss of ₹ 265.19 Lacs for the year ended 31st March 2018 (Previous Year: ₹ 476.90).

E. OPPORTUNITIES & RISKS:

OPPORTUNITIES:

Non-Banking Financial Companies (NBFCs) have played a critical role in stimulating the growth of the Indian economy and have made a significant contribution towards supporting the government's agenda of extending financial inclusion. This shift in borrower sentiment has unlocked a tremendous opportunity for NBFCs to capitalise on. In the last two years, NBFCs have registered multi-fold growth to double their market share in SME and wholesale loan categories, in addition to making significant inroads into other consumer loan categories. A big reason for the success that NBFCs have registered in India of late has been their unique value proposition. This differentiated approach allows the NBFCs to meet loan requirements of individuals and businesses left traditionally underserved by banks.

Fintech NBFCs have revolutionized the lending process. The global fintech software and services sector is expected to boom as a USD 45 billion opportunity by 2020, growing at a compounded annual growth rate of 7.1 per cent as per NASSCOM (Source: KPMG Report). Fintech companies have been successful in capitalizing on the consumers' need for securing instant funds without having to go through endless paper work journey. With the introduction of e-KYC and digital loan agreements making borrowing a hassle-free experience, NBFC lenders are already offering the right financial product to consumers and small businesses. Add to this, use of technology to optimise business processes also keeps cost overheads to a minimum, enabling credit to be availed at highly competitive interest rates.

RISKS:

The Company has significantly invested in technology and digital processes as it acknowledges that these are vital elements for mitigating various risks posed by the environment. The Company has established detailed procedures for underwriting and each loan is underwritten on the basis of assessed cash flows of customers or other such credit evaluation tools including inputs from credit bureau information

reports. These policies are regularly monitored against desired outcomes for the organisation and revised as necessary. Fluctuations in interest rates could adversely affect borrowing costs, interest income and net interest margins of companies in the financial sector. Being well funded with a strong capital base, the Company is in a position to tide over such spells. Further, the Company ensures that it maintains an appropriate proportion of asset and liabilities at floating rate to avoid interest rate mismatches. There is a growing trend towards more stringent regulation in the NBFC sector. The Company is of the view that these changes are structurally beneficial for the financial services industry. Anticipating such regulations and implementing good governance norms before they are mandated will be priority for the Company.

F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has a system of internal controls focusing on all processes to ensure integrity of the financial accounting and reporting processes of the Company to ensure compliance with all legal rules and regulations. The Company has an Audit Committee which meets once in every quarter to review internal control systems, accounting processes, financial information, internal audit findings and other related areas including their adequacies.

G. TECHNOLOGY & DATA INFRASTRUCTURE:

As a fintech organization, the Company recognizes the significance of having robust technology and data infrastructure which will enable the Company to optimize the digital delivery of products and services to its customers – both in terms of speed and cost. With this view, the Company made the conscious decision to invest upfront in its technology and data capabilities to create a competitive differentiator towards onboarding our distribution partners and customers. The Company further understands the relevance of information security and accordingly has the relevant security policies in place (need to highlight the importance that we put on data privacy/business continuity and the steps that we have taken to put this in place).

H. HUMAN RESOURCES:

Your Company continues to focus strongly on attracting and retaining the best talent across various functions in its ongoing businesses. The compensation strategy is based on the principle of 'Pay for performance' and has been implemented across all levels to ensure alignment of remuneration to individual performance. The said practice is followed for all business and functional heads. Maintaining Global Standards on the employment front and keeping pace with the ever developing technology in the field, the company has taken several initiatives to make its workforce more efficient, well organized, professional and skilled. These steps include building high performing teams, encouraging innovations, inducting leadership at all levels, readying its people for higher roles, increasing the scope for the search of young talent and improving the hiring process to raise the talent bar. As on March 31, 2018, the employee strength of the Company was 39.

CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'Forward Looking Statements' within the meaning of applicable laws and regulations. Your Company undertakes no obligation or liability to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise actual results, performance of achievements could differ materially from those either expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward looking statements and read in conjunction with financial statements included herein.

Disclaimer: All the data used in the initial sections of the MD&A has been taken from publicly available resources and discrepancies, if, any, are incidental & unintentional.

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors have pleasure in presenting their 30th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2018.

1. FINANCIAL PERFORMANCE:

(₹ in Lakhs)

Particulars	2017-18	2016-17
Total Income	1,223.12	15.02
Total Expenditure	1,488.31	491.92
Profit before Tax	-265.19	-476.9
Less: Provision for taxation		
Current Tax	-	-
Deferred Tax Asset	-	-
Net profit after Tax	-265.19	-476.9
Transfer to Reserve under Section 45IC of the RBI Act, 1934	-	-
Balance brought forward from previous period	-472.95	3.95
Balance carried to Balance Sheet	-738.14	-472.95
Earning Per Share:		
Basic	(0.46)	-13.25
Diluted	(0.46)	-13.25

During the year under review, the company commenced its operations and the revenues of the Company stood at ₹ 1,223.12 lakhs. The Company posted loss of ₹ 265.19 lakhs as against ₹ 476.90 lakhs in the previous year.

2. OPERATIONAL PERFORMANCE

Your Company is in the business of providing unsecured working capital credit to MSMEs across India by applying state of the art fintech solutions that streamlines client onboarding, underwriting, documentation, loan disbursements and repayment. It is a registered Non-Banking Finance Company under the Reserve Bank of India Act, 1934 and is listed on the Bombay Stock Exchange Limited (BSE Limited).

As on 31st March, 2018, your Company has commenced its pilot operations in the State of Maharashtra. Till date it has onboarded 43 partners and has disbursed loans worth 118 Lakhs.

3. DIVIDEND:

In view of the loss incurred by the Company during the year under review, your Directors do not recommend any dividend for the financial year ended 31st March 2018.

4. DEBT EQUITY RATIO:

Your Company's Debt:Equity ratio as on March 31, 2018 stands at NIL.

5. CAPITAL ADEQUACY RATIO:

The provisions of Basel III norms on the Capital to Risk Assets Ratio (CRAR) prescribe a minimum CRAR of 15%. Your company has a CRAR of 99.59% which is well above the threshold.

6. NET OWNED FUNDS:

The Net Owned Funds of your Company as on March 31, 2018 stood at 25,539.93 lakhs.

7. CREDIT RATING

Since your Company is a Non Deposit Accepting Non-Systematic NBFC, it does not have any deposits and thus does not require to obtain ratings for the same.

8. CHANGE IN NAME:

During the year under review, the Company changed its name from M3 Global Finance Limited to its current name i.e. Niyogin Fintech Limited with effect from 12th May 2017.

9. SHARE CAPITAL:

- (a) Authorized Share Capital: During the year under review your Company has increased the authorized capital from ₹ 44 Crores (Rupees Forty-Four Crore Only) to ₹ 98 Crores (Rupees Ninety-Eight Crores Only) comprising of 89,000,000 (Eight Crore Ninety Lakhs) equity shares of ₹ 10/- (Rupees Ten Only) each and 9,000,000 (Ninety Lakhs) preference shares of ₹ 10/- (Rupees Ten Only) each which was approved by the shareholders in the Extra-Ordinary General Meeting held on 27th June, 2017.
- (b) Issued, Subscribed & Paid-up Share Capital: During the year under review till the date of this report, the Company made the following allotments:
- (i) Allotment of 37,113,000 (Three Crores Seventy One Lakhs Thirteen Thousand) equity shares of ₹ 10/- each at a price of ₹ 50/- (Rupees Fifty Only) each including premium of ₹ 40/- (Rupees Forty Only) aggregating to ₹ 1,855,650,000/- (Rupees One Hundred and Eighty-Five Crores Fifty-Six Lakhs and Fifty Thousand Only) on a preferential basis to persons belonging to non-promoter category. The said preferential issue was approved by the shareholders at the Extra Ordinary General Meeting of the Company held on 27th June 2017.
 - (ii) Allotment of 2,500,000 (Twenty Five Lakhs) equity shares of ₹ 10/- each to the Promoter entity pursuant to the conversion option exercised by the Promoter entity in respect of 2,500,000 Compulsorily Convertible Preference Shares ("CCPS"). The said CCPS were issued to the Promoter entity, during the financial year 2016-17, on preferential basis at face value of ₹ 10 (Rupees Only) each aggregating to ₹ 25,000,000 (Rupees Two Crores and Fifty Lakhs Only). The said preferential issue was approved by the shareholders at the 28th Annual General Meeting of the Company held on 19th September 2016.
 - (iii) Allotment of 29,500,000 (Two Crores Ninety Five Lakhs) equity shares of ₹ 10/- each to the Promoter entity pursuant to the conversion option exercised by the Promoter entity in respect of 29,500,000 Share Warrants ("Warrants"). The said Warrants were issued to the Promoter entity, during the financial year 2016-17, on preferential basis at face value of ₹ 10 (Rupees Ten Only) aggregating to ₹ 295,000,000/- (Rupees Twenty-Nine Crores and Fifty Lakhs Only). The said preferential issue was approved by the shareholders at the 28th Annual General Meeting of the Company held on 19th September 2016.
 - (iv) Allotment of 7,321,450 (Seventy Three Lakhs Twenty One Thousand Four Hundred and Fifty) equity shares of ₹ 10/- each at a price of ₹ 50/- (Rupees Fifty Only) each including premium of ₹ 40/- (Rupees Forty Only) aggregating to ₹ 366,072,500/- (Rupees Thirty Six Crores Sixty Lakhs Seventy Two Thousand Five Hundred Only) on preferential basis to the Promoter entity. The said preferential issue was approved by the shareholders at the Extra Ordinary General Meeting of the Company held on 14th August 2017.
 - (v) Allotment of 4,732,433 (Forty Seven Lakhs Thirty Two Thousand Four Hundred and Thirty Three) equity shares of ₹ 10/- each to Strategic India Equity Fund ("SIEF") (public category) pursuant to the conversion option exercised by SIEF in respect of 4,732,433 Compulsorily Convertible Preference Shares ("CCPS") held by SIEF in the Company. The said CCPS were issued to SIEF, during the financial year 2016-17, on preferential basis at a price of ₹ 21.60 (Rupees Twenty One and Paise Sixty Only) each including premium of ₹ 11.60 (Rupees Eleven and Paise Sixty Only) aggregating to ₹ 102,220,552.80 (Rupees Ten Crores Twenty Two Lakhs Twenty Thousand Five Hundred and Fifty Two and Paise Eighty Only). The said preferential issue was approved by the shareholders vide Postal Ballot, results of which were declared on 18th February 2017.
- Subsequent to the aforesaid allotments, the issued and paid-up equity share capital

NIYOGIN FINTECH LIMITED

of the Company stands increased from ₹ 36,000,000/- (Rupees Three Crores and Sixty Lakhs Only) divided into 3,600,000 (Thirty Six Lakhs) equity shares of ₹ 10/- (Rupees Ten Only) each to ₹ 847,668,830/- (Rupees Eighty Four Crores Seventy Six Lakhs Sixty Eight Thousand Eight Hundred and Thirty Only) divided into 66,892,908 (Six Crores Sixty Eight Lakhs Ninety Two Thousand Nine Hundred and Eight) equity shares of ₹ 10/- (Rupees Ten Only) each.

10. DEPOSITORY SYSTEM:

The Company's equity shares are compulsorily tradable in electronic form. As of 31st March 2018, 99.99% of the Company's total paid-up capital representing 79,973,550 equity shares were in dematerialized form. In view of the benefits offered by the depository system, members holding shares in physical mode are advised to avail the demat facility.

11. PUBLIC DEPOSITS:

Your Company did not invite or accept deposits from public during the year under review.

12. SUBSIDIARY COMPANIES:

The Company does not have any subsidiary company.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

In terms of Section 186(11) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, loans made, guarantees given or securities provided by the Company are exempted from compliance with the requirements of Section 186 of the Companies Act, 2013.

During the year under review, your Company has invested surplus funds pending business deployment in various liquid debt securities in the ordinary course of business. For details of the current and non-current investments of the Company, please refer Note 10 and 13 to the Audited Financial Statements.

14. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were in compliance with the requirement of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All Related Party Transactions are placed before the Audit Committee and also the Board, as the case may be, for approval. A statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval / noting on a quarterly basis.

During the year under review, the contracts or arrangements with related parties referred to in section 188 of Companies Act, 2013 have been on arms' length and in ordinary course of business and were not material in nature. However the particulars of the transactions as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013 are as a part of the Director's Report.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

15. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS:

Report on Corporate Governance and Management Discussion and Analysis Report for the year under review, together with a Certificate from Mitesh J. Shah & Associates, Company Secretaries regarding compliance of the conditions of Corporate Governance, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

16. DIRECTORS & KEY MANAGERIAL PERSONNEL:

(a) Directors:

As on the date of this report, the Company's Board consists of the following Directors:

- (i) Mr. Amit Rajpal - Chairman & Non-Executive, Non-Independent Director - DIN: 07557866
- (ii) Mr. Makarand Patankar - Whole Time Director - DIN: 01584128
- (iii) Mr. Kapil Kapoor - Independent Director - DIN: 00178966
- (iv) Ms. Sutapa Banerjee - Independent Director - DIN: 02844650
- (v) Ms. Sucheta Dalal - Independent Director - DIN: 01351168

The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013.

In accordance with Section 152 and other applicable provisions of Companies Act, 2013, Mr. Amit Rajpal (DIN: 07557866) - Non-Executive, Non-Independent Director, retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. The Board commends his re-appointment for your approval.

(b) Key Managerial Personnel:

As on the date of this Report, the following persons have been appointed as the Key Managerial Personnel (KMP) of the Company pursuant to Section 2(51) and 203 of the Companies Act, 2013:

- (i) Mr. Sandeep Kumar – Chief Financial Officer (w.e.f. 8th February 2018)
- (ii) Mr. Mandar Godbole – Company Secretary & Compliance Officer (w.e.f. 8th February 2018)

During the year, (a) Mr. Arnab Bhattacharya – President resigned as the Chief Financial Officer of the Company (w.e.f. 8th February 2018) and (b) Ms. Shraddha Dalvi resigned as the Company Secretary & Compliance Officer of the Company (w.e.f. 8th February 2018).

17. BOARD & COMMITTEE MEETINGS:

During the year under review, the following Board /Committee Meetings were convened and held:

- (a) Eight (8) Board Meetings were held, details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.
- (b) Six (6) Audit Committee Meetings were held, details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.
- (c) Three (3) Nomination & Remuneration Committee Meeting was held, details of which are given in the Corporate Governance Report.

18. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and the Nomination & Remuneration Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

19. DIRECTOR(S) DISCLOSURES:

Based on the declarations and confirmations received in terms of provisions of the Companies Act, 2013, circular(s) / notification(s) / direction(s) issued by the RBI and other applicable laws, none of the Directors on the Board of your Company are disqualified from appointment as Directors.

Your Company has received declarations from the Independent Director(s), affirming compliance

with the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013.

20. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Independent Directors have complete access to the information within the Company. As a part of Agenda of Board / Committee Meetings presentations are regularly made to the Independent Directors on various matter inter-alia covering the Company's strategy, business model, operations, markets, organization structure, product offerings, finance, risk management framework, quarterly and annual financial results, human resources, technology, quality, role, rights, responsibilities of the Independent Directors and such other areas as may arise from time to time, where Directors get an opportunity to interact with the Company's management (Familiarization Programmes).

21. REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report and is also available on the Company's Website at www.niyogin.in.

22. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2018 and of the profit/loss of the Company for the financial year ended 31st March, 2018;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a 'going concern' basis;

- (e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

23. STATUTORY AUDITORS:

As per Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company in its 29th Annual General Meeting held on 28th September, 2017 approved the appointment of B S R & Co. LLP, Chartered Accountants (ICAI Registration No - 101248W/W-100022), as the Statutory Auditors of the Company for an initial term of 5 years i.e. from the conclusion of 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company. The Report given by M/s. B S R & Co. LLP, Chartered Accountants, on the financial statements of the Company for the year ended 31st March 2018 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Auditors had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

24. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s Mitesh J. Shah & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the financial year ended 31st March 2018. The Report of the Secretarial Audit is annexed herewith as Annexure 'II'.

25. RBI GUIDELINES

Your Company continues to fulfill and comply with all the circular(s), notification(s), direction(s) and guideline(s) issued by the RBI, as are applicable to it as a Non-Systemically Important Non-Deposit Accepting or Holding Non-Banking Financial Company.

In terms of the RBI Master Circular No. 15/2015-16 dated July 1, 2015 on Foreign Investment in India, your Company has obtained a certificate from its Statutory Auditors, certifying that the Company is in compliance with the FEMA regulations.

26. PARTICULARS OF DEPOSITS

Your Company being a 'Non-Deposit Accepting or Holding Non-Banking Financial Company' has not accepted deposits during the year under review and shall not accept any deposits from the public without obtaining prior approval of the RBI.

Accordingly, the disclosure requirements under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014 are not applicable to the Company.

27. INTERNAL FINANCIAL CONTROL SYSTEM:

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a proper and adequate internal financial control system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's internal financial control system also comprises of compliances with the Company's policies and Standard Operating Procedures (SOPs), which is further reviewed by Protiviti India Member Private Limited, the Internal Auditors. The Internal Auditors independently evaluate the adequacy of internal controls.

28. ADEQUACY OF INTERNAL FINANCIAL CONTROLS IN RELATION TO FINANCIAL STATEMENTS:

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report. To ensure effective Internal Financial Controls, the Company has laid down the following measures:

- All operations are executed through Standard Operating Procedures (SOPs) in all functional activities for which key manuals have been put in place. The manuals are updated and validated periodically.
- All legal and statutory compliances are ensured on a monthly basis for all locations

in India through a fully automated tool. Non-compliance, if any, is seriously taken by the management and corrective actions are taken immediately.

- Approval of all transactions is ensured through a pre-approved delegation of authority schedule. The schedule is reviewed periodically by the management and compliance of the same is regularly checked and monitored by the auditors.
- The Company follows a robust internal audit process wherein audits are conducted on a regular basis throughout the year by the Internal Auditors as per agreed audit plan.
- The audit reports of the Internal Auditors are submitted to the Audit Committee and the Board for review and necessary action.
- The Company has a comprehensive risk management framework.
- The Company has a robust mechanism of building budgets at an integrated cross-functional level. The budgets are reviewed on a monthly basis so as to analyze the performance and take corrective action, wherever required.
- The Company has in place a well-defined Whistle Blower Policy / Vigil Mechanism.
- The Company has a system of Internal Business Reviews. All departmental heads discuss their business issues and future plans in monthly review meetings. They review their achievements in quarterly review meetings.
- Compliance of the secretarial functions is ensured by way of secretarial audit.

29. CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of Section 135 of the Companies Act, 2013, your Company is not required to contribute funds for CSR. However, as a part of good corporate governance along with an intent to work for a social cause the Company has constituted a CSR Committee.

30. EXTRACT OF ANNUAL RETURN:

Pursuant to sub-section 3(a) of section 134 and sub-section (3) of section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of the annual return as on 31st March, 2018 forms part of this report as Annexure 'I'.

31. PARTICULARS OF EMPLOYEES

During the year, there were 39 employees on the payroll of the Company. During the year, 1 employee

employed throughout the year was in receipt of remuneration of ₹ 1 crore and 2 lakh or more per annum and 0 employees employed for part of the year was in receipt of remuneration of ₹ 8.5 lac or more per month. In accordance with the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and particulars of the top ten employees in terms of remuneration drawn and of the aforesaid employees are set out in the annexure to the Directors' Report. In terms of the provisions of Section 136(1) of the Companies Act, 2013 read with the rule, the Directors' Report is being sent to all shareholders of the Company excluding the annex. Any shareholder interested in obtaining a copy of the annexure may write to the Company. Further disclosures on managerial remuneration are annexed to this report. Further disclosures on managerial remuneration are annexed to this report.

32. EMPLOYEE STOCK OPTION PLAN:

The Board of Directors, at its meeting held on 28th May 2018, has approved Niyogin Employee Stock Option Plan ("Niyogin ESOP"). The Niyogin ESOP was approved by the shareholders vide Postal Ballot, results of which were declared on 9th July 2018.

33. SEXUAL HARRASMENT POLICY:

During the year under review the Company has not received any complaint from the employees related to sexual harassment. The Company has in place sexual harassment policy which is available on the Company's website.

34. RISK MANAGEMENT:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are periodically discussed at the meetings of the Company.

35. VIGIL MECHANISM:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulation. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them.

NIYOGIN FINTECH LIMITED

36. ENERGY CONVERSATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

- A. Conversation of Energy: NIL
- B. Technology Absorption: NIL
- C. Foreign Exchange Earning: NIL
- D. Foreign Exchange Outgo: NIL

37. APPRECIATIONS

Your Directors take this opportunity to express their appreciation to all stakeholders of the Company including the Reserve Bank of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, the Government of India and other Regulatory Authorities, Members,

Customers and Employees of the Company for their continued support and trust. Your Directors would like to express deep appreciation for the commitment shown by the employees in supporting the Company in achieving continued robust performance on all fronts.

FOR NIYOGIN FINTECH LIMITED

Sd/-

Makarand Ram Patankar
Whole Time Director
(DIN: 01584128)

Date: 13th August 2018

Place: Mumbai

ANNEXURE I

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2018

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

I. REGISTRATION AND OTHER DETAILS:

CIN	: L65910MH1988PLC239746
Registration Date	: 01.02.1988
Name of the Company	: Niyogin Fintech Limited (Erstwhile M3 Global Finance Limited)
Category / Sub-Category of the Company	: Public Company Limited by shares, NBFC Non-Government Company
Address of the Registered office and contact details	307, 3 rd Floor, Marathon Icon, Off. Ganpatrao Kadam Marg, Lower Parel-West, Mumbai 400013 Telephone: +91 22 6251 4604; Email id: info@niyogin.in
Address of the Registered office (w.e.f. 1 st September 2018)	Neelkanth Corporate IT Park, 311/312, 3 rd floor, Kirol Road, Vidyavihar (West), Mumbai 400086
Whether listed company	Yes (Equity Shares of the Company are listed on BSE Limited)
Name, Address and Contact details of Registrar and Transfer Agent, if any:	Old RTA: MCS Limited 101, Shatdal Complex, 1 st Floor Opp. Bata Showroom, Ashram Road, Ahmedabad-380 009, Phone: 079-26584027 Email: mcsahmd@gmail.com Website: www.mcsdel.com NEW RTA* Link Intime India Private Limited C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai - 400083 Telephone: +91 22 25963838 Fax: +91 22 25946979 Email id: shweta.poojari@linkintime.co.in

*Appointed w.e.f. May 1, 2017

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:-

Sl. No.	Name and Description of main products/Services	NIC Code of the Product/service	% to total turnover of the company
1.	NBFC engaged in lending and allied activities	649	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN / GLN	Holding/subsidiary/associate	% of shares held	Applicable section
Not Applicable					

NIYOGIN FINTECH LIMITED

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

I. CATEGORY-WISE SHARE HOLDING:

Category of Shareholders	No. of Shares held at the beginning of the year (i.e. 01.04.2017)				No. of Shares held at the end of the year (i.e.31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1521995	-	1521995	42.28	33521995	-	33521995	41.88	(0.4)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	1521995	-	1521995	42.28	33521995	-	33521995	41.88	-0.4
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):									
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	1521995	-	1521995	42.28	33521995	-	33521995	41.88	-0.4
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	20816250	-	20816250	26.01	26.01
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs (FPI)	-	-	-	-	18265850	-	18265850	22.82	22.82
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	502093	1600	503693	13.99	3633519	-	3633519	4.54	(9.45)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 lakhs	486817	55800	542617	15.07	689889	55800	745689	0.93	14.14
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	996754	-	996754	27.69	2933977	-	2933977	3.67	-24.02

Category of Shareholders	No. of Shares held at the beginning of the year (i.e. 01.04.2017)				No. of Shares held at the end of the year (i.e.31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)					3745589	5100	3750689	4.69	4.69
Clearing House	-	-	-	-	62291	-	62291	0.08	0.08
HUF	31241	-	31241	0.87	48299	-	48299	0.06	0.81
NRIs	200	3500	3700	0.1	1480	3500	4980	0	-0.1
Trusts	-	-	-	-	-	-	-	-	-
Sub-total(B)(2):									
Total Public Shareholding (B)=(B)(1)+(B)(2)	2017105	60900	2078005	57.72	46451555	60900	46512455	58.12	0.4
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	3539100	60900	3600000	100	79973550	60900	80034450	100	

II. SHAREHOLDING OF PROMOTERS:

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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.	Information Interface India Private Limited	1521995	42.28	0	33521995	41.88	0	(0.4)
	Total	1521995	42.28	0	33521995	41.88	0	

III. CHANGE IN PROMOTERS' SHAREHOLDING:

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
3	Information Interface India Private Limited	1521995	0	33521995	41.88
	At the beginning of the year	15,21,995	42.28	-	-
	Conversion of Warrants and CCPS on 11 th July 2017	3,20,00,000	0.40	3,35,21,995	
	At the End of the year	3,35,21,995	41.88		

IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS): -

Sl. No	For each of the Top 10 Shareholders	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	WF ASIAN RECONNAISSANCE FUND LIMITED				
	At the beginning of the year	-	-	-	-
	Allotment on 11 th July 2017	12169500	15.21	12169500	15.21
	At the End of the year	12169500	15.21	-	-
2	STRATEGIC INDIA EQUITY FUND				
	At the beginning of the year	-	-	-	-
	Allotment on 11 th July 2017	8646750	10.8	8646750	10.8
	At the End of the year	8646750	10.8	-	-

NIYOGIN FINTECH LIMITED

Sl. No	For each of the Top 10 Shareholders	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
3	VIKASA INDIA EIF I FUND				
	At the beginning of the year	-	-	-	-
	Allotment on 11 th July 2017	72,50,000	9.22	72,50,000	9.06
	Allotment on 5 th September, 2017	127850	0.16	7377850	9.22
	At the End of the year	7377850	9.22	-	-
4	CARMIGNAC PORTFOLIO				
	At the beginning of the year	-	-	-	-
	Allotment on 5 th September, 2017	6405000	8	6405000	8
	At the End of the year	6405000	8	-	-
5	ALCHEMY INDIA LONG TERM FUND LIMITED				
	At the beginning of the year	-	-	-	-
	Allotment on 11 th July 2017	4483000	5.6	4483000	5.6
	At the End of the year	4483000	5.6	-	-
6	ALCHEMY CAPITAL MANAGEMENT PVT LTD				
	At the beginning of the year	-	-	-	-
	Allotment on 11 th July 2017	1922000	2.4	1922000	2.4
	At the End of the year	1922000	2.4	-	-
7	LUCKY INVESTMENT MANAGERS PRIVATE LIMITED				
	At the beginning of the year	-	-	-	-
	Allotment on 11 th July 2017	1281000	1.6	1281000	1.6
	At the End of the year	1281000	1.6	-	-
8	AKASH PREM PRAKASH				
	At the beginning of the year	-	-	-	-
	Allotment on 5 th September, 2017	768600	0.96	768600	0.96
	At the End of the year	768600	0.96	-	-
9	ANIL BANG				
	At the beginning of the year	-	-	-	-
	Allotment on 11 th July 2017	600000	0.75	600000	0.75
	At the End of the year	600000	0.75	-	-
10	SAMIR SURENDRA SHAH				
	At the beginning of the year	-	-	-	-
	Allotment on 11 th July 2017	220500	0.28	220500	0.28
	At the End of the year	220500	0.28	-	-

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No	For each of the Top 10 Shareholders	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.	Mr. Kapil Kapoor				
	At the beginning of the year	-	-	-	-
	Allotment on 11 th July 2017	320250	0.4	320250	0.4
	At the End of the year	320250	0.4	-	-
2.	Mr. Makarand Ram Patankar				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-

Sl. No	For each of the Top 10 Shareholders	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
3.	Mr. Amit Vijay Rajpal				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-
4.	Ms. Sucheta Dalal				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-
5.	Ms. Sutapa Banerjee				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-
6.	Ms. Shraddha Dalvi#				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-
7.	Mr. Arnab Bhattacharya*				
	At the beginning of the year	-	-	-	-
	Allotment on 11 th July 2017	100,000	0.12	100000	0.12
	At the End of the year	100000	0.12	-	-
8.	Mr. Mandar Godbole@				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-
9.	Mr. Sandeep Kumar@				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-

*Appointed on 2nd August, 2017 and resigned w.e.f. 8th February 2018.

#Resigned w.e.f. 8th February, 2018

@Appointed w.e.f. 8th February, 2018

NIYOGIN FINTECH LIMITED

V. INDEBTEDNESS:

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

For each of the Top 10 Shareholders	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

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 MD/Manager/ WTD	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30,00,000	30,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
	(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	-	-
	(Performance Incentives)		
	Total (A)	30,00,000	30,00,000
	Ceiling as per the Act	₹ 60,00,000 as on Financial Year ended March 31, 2017 (Being specified under Part II of Schedule V in case of Company having no or inadequate profits)	

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Kapil Kapoor	Sucheta Dalal	Sutapa Banerjee	
1	Independent Directors				
	Fee for attending board *	450000	450000	450000	1,350,000
	Committee meetings*	100000	225000	225000	5,50,000
	Commission				
	Others, please specify				
	Total (1)	550,000	675000	675000	19,00,000
2	Other Non-Executive Directors	Amit Vijay Rajpal			
	Fee for attending board	-	-	-	-
	Committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)				
	Total (B)=(1+2)	550,000	675000	675000	19,00,000
	Ceiling as per the Act	₹ 100,000 is the ceiling amount on the sitting fees for Directors. Your Company pays ₹ 50,000 and ₹ 25,000 for Board and Committee Meetings respectively			
	Total Managerial Remuneration (A+B)	-	-	-	-
	Overall Ceiling as per the Act	₹ 60 Lakhs is the maximum limit which a Company can pay as managerial remuneration in case of inadequate or negative profits.			

*includes the sitting fees paid for the meetings of the previous year.

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

Sl. No.	Particulars of Remuneration	Particulars of Remuneration				Total
		Company Secretary		CFO		
		Ms. Shradhha Dalvi#	Mandar Godbole@	Mr. Arnab Bhattacharya*	Sandeep Kumar@	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,195,827	226,683	5,332,517	729,167	7,484,194
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(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	1,195,827	226,683	5,332,517	729,167	7,484,194

*Appointed on 2nd August, 2017 and resigned w.e.f. 8th February 2018.

#Appointed w.e.f. 12th April, 2017 and Resigned w.e.f. 8th February, 2018

@Appointed w.e.f. 8th February, 2018

NIYOGIN FINTECH LIMITED

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					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			----- NIL -----		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors
Niyogin Fintech Limited

Mr. Makarand Ram Patankar
Whole Time Director
DIN: 01584128

Date: 13th August 2018
Place: Mumbai

ANNEXURE II

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
NIYOGIN FINTECH LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Niyogin Fintech Limited ('the Company'). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the applicable provisions of -

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment]
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not Applicable to the Company during the Audit period.]
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [Not Applicable to the Company during the Audit period.]

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors and the Key Managerial Personnel of the Company that took place during the year under review were carried out in compliance with the provisions of the Act.
- b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed

NIYOGIN FINTECH LIMITED

notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- c. Majority decision is carried through the unanimous consent of all the Board of Directors and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has transacted following activities through the approval of the Board/Members, wherever applicable:

1. The members of the Company, by means of Special Resolutions passed at the Extraordinary General Meeting held on April 18, 2017 have accorded approval for the following transactions:
 - i. Change of Name from M3 Global Finance Limited to Niyogin Fintech Limited and consequent alteration of Clause I of Memorandum of Association.
2. The members of the Company, by means of Special Resolutions passed at the Extraordinary General Meeting held on June 27, 2017 have accorded approval for the following transactions:
 - i. Increase the Authorised Share Capital of the Company from ₹ 44,00,00,000/- (Rupees Forty Four Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of ₹ 10/- (Rupees Ten Only) each and 90,00,000 (Ninety Lakhs) preference shares of ₹ 10/- each to ₹ 98,00,00,000 (Rupees Ninety Eight Crore Only) divided into 8,90,00,000 (Eight Crore Ninety Lakhs) equity shares of ₹ 10/- (Rupees Ten Only) each and 90,00,000 (Ninety Lakhs) preference shares of ₹ 10/- (Rupees Ten Only) each and consequent alteration of Clause V of the Memorandum of Association of the Company;
 - ii. Maintenance of Registers of Members at place of Registrar & Share Transfer Agent of the Company;
 - iii. Issuance of Equity Shares on Preferential Basis upto 4,69,64,350 Equity Shares;

- iv. Appointment of M/s. B S R & Co. LLP (FRN: 101248W/W-100022) as the Statutory Auditors of the Company to fill the Casual Vacancy caused by resignation of M/s. J K J S & Co. LLP [FRN:121161W/W 100195].

3. The members of the Company, by means of Special Resolutions at the Extraordinary General Meeting held on August 14, 2017 have accorded approval for the following transactions:
 - i. Issuance of Equity Shares on Preferential Basis upto 73,93,600 Equity Shares.
4. The Board of Directors of the Company delisted the Equity Shares of the Company, Listed on the Ahmedabad Stock Exchange.
5. The Board of Directors of the Company, by means of Circular Resolutions, have accorded approval for the following transactions:
 - i. Allotment of 3,71,13,000 Equity Shares of ₹ 10/- each at a premium of ₹ 40/- each aggregating to ₹ 1,85,56,50,000/-;
 - ii. Conversion of 25,00,000 Compulsory Convertible Preference Shares into 25,00,000 Equity Shares at a face value of ₹ 10/- each;
 - iii. Conversion of 2,95,00,000 Warrants into 2,95,00,000 Equity Shares at a face value of ₹ 10/- each.
6. The Board of Directors of the Company, by means of Board Resolution, allotted 73,21,450 Equity Shares of ₹ 10/- each at a premium of ₹ 40/- each aggregating to ₹ 36,60,72,500/-.
7. The Board of Directors of the Company cancelled the portion of unsubscribed Share Capital i.e. 98,93,500 Equity Shares.

**For Mitesh J. Shah & Associates
Company Secretaries**

Sd/-
**Mitesh Shah
Proprietor**

**ACS No.: 30250
C. P. No.: 12891**

Date: 13th August 2018

Place: Mumbai

This Report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

Annexure A

To,
The Members,
Niyogin Fintech Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Mitesh J. Shah & Associates
Company Secretaries**

Sd/-
**Mitesh Shah
Proprietor**

**ACS No.: 30250
C. P. No.: 12891**

Date: 13th August 2018
Place: Mumbai

Disclosures in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year ended March 31, 2018

I. REGISTRATION AND OTHER DETAILS:

Sr. No.	Requirement	Disclosure	
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year	Name of Director	Ratio
		Mr. Makarand Patankar	5.47
		Mr. Amit Rajpal	NA
		Mr. Kapil Kapoor	NA
		Ms. Sutapa Banerjee	NA
		Ms. Sucheta Dalal	NA
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year	Name of Director / CEO / CFO/ CS	Percentage Increase in their remuneration during the Financial Year ended 2018
		Mr. Makarand Patankar	NIL
		Mr. Amit Rajpal	NA
		Mr. Kapil Kapoor	NA
		Ms. Sutapa Banerjee	NA
		Ms. Sucheta Dalal	NA
3	The percentage increase in the median remuneration of employees in the financial year	NA	

Note: Sitting fees paid to Non-Executive Independent Directors during the FY 2017-18 has not been included for calculation of remuneration paid to them.

4	Number of permanent employees on the rolls of Company at the end of financial year	39
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was (NA) whereas the average percentile increase in the managerial remuneration was (NA)	
	The average increase every year is in line with our reward philosophy and benchmarking to be competitive versus our competitor companies.	
6	Affirmation that the remuneration is as per the Remuneration Policy of the Company	It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

ANNEXURE IV

DISCLOSURES PURSUANT TO REGULATION 34(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS ON MARCH 31, 2018**Related Party Disclosure:**

Sr. No.	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans / advances / investments outstanding during the year	Details
1	Holding Company:	<ul style="list-style-type: none"> Loans and advances in the nature of loans to subsidiaries by name and amount Loans and advances in the nature of loans to associates by name and amount Loans and advances in the nature of loans to firms / companies in which Directors are interested by name and amount 	NA
2	Subsidiary Company(ies):	<ul style="list-style-type: none"> Loans and advances in the nature of loans to parent by name and amount Loans and advances in the nature of loans to associates by name and amount Loans and advances in the nature of loans to firms / companies in which Directors are interested by name and amount 	NA
3	Holding Company:	Investment by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan	NA

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: **Not Applicable**
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangement or transactions at arm's length basis
 - (a) Name(s) of the related party and nature of relationship – Gaurav Patankar, son of Makarand Patankar – Whole time Director
 - (b) Nature of contracts/arrangements/transactions – Consultancy Services
 - (c) Duration of the contracts/arrangements/transactions – Need based
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: ₹ 316,778
 - (e) Date(s) of approval by the Board, if any: 7th February, 2018
 - (f) Amount paid as advances, if any: NA

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance envisages the adoption of best business policies and alignment of the highest levels of transparency, integrity, honesty, accountability and equity in all facets of its operations and in all its interactions with its stakeholders including shareholders, bankers, government and employees.

The Company is committed to best corporate governance practices which stems not only from the letter of law but also from the inherent belief of doing business in the right way. The Company believes that all its actions and operations must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

2. BOARD OF DIRECTORS:

(A) COMPOSITION OF THE BOARD:

The Company has an optimum combination of Executive and Non-Executive Directors in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to maintain the independence of the Board and to separate the Board functions of governance and management.

As on 31st March 2018 the Board comprised of a Chairman (Non-Executive Non-Independent Director), 1 (One) Whole Time Director and 3 (three) Non-Executive Independent Directors including 2 Women Directors. All the members of the Board are persons with considerable experience and expertise in industry, finance, management and law.

The Chairman provides leadership to the Board and the Management in strategizing and realizing business objectives. The Independent Directors contribute by giving their valuable guidance and inputs with their independent judgment on the overall business strategies and performance.

None of the Directors on the Board are a Member in more than 10 (ten) Committees and Chairman of more than 5 (five) Committees, in compliance with the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, across all the Companies in which he / she are Directors as per the disclosures made by all the Directors.

None of the Independent Directors on the Board serve as an Independent Director in more than seven listed companies. The Whole-Time Director does not serve as an Independent Director in more than three listed companies.

(B) MEETINGS OF THE BOARD:

The Board meets at least once in each quarter inter-alia, to review the quarterly financial results. The gap between two consecutive meetings is less than 120 days. In addition, the Board also meets whenever necessary. The Board periodically reviews compliance reports of all laws applicable to the Company.

During the year under review the Board met eight (8) times on 12th April 2017, 30th May 2017, 5th July 2017, 18th July 2017, 2nd August 2017, 29th August 2017, 30th October 2017 and 7th February 2018.

The Company Secretary prepares a detailed agenda and the explanatory notes, in consultation with the Chairman & Whole-Time Director and circulates the same in advance to the Directors. The Directors are also provided with all the material information including minimum information as required under Part A of schedule II of sub regulation 7 of Regulation 17 of SEBI LODR Regulations. Every Director has the right to suggest inclusion of items in the agenda.

The Minutes of the proceedings of the meetings of the Board of Directors are noted and the draft Minutes are circulated amongst the members of the Board for their review. Comments, if any, received from the Directors are also incorporated in the Minutes, in consultation with the Chairman. The Minutes are approved by the members of the Board prior to the next meeting and the signed minutes are noted at the subsequent meeting of the Board of Directors.

(C) DIRECTORS' ATTENDANCE RECORD AND DIRECTORSHIPS HELD:

The names and categories of the Directors on the Board and their attendance at the Board Meetings during the year under review and at the last Annual General Meeting are given below:

Name	Nature of Directorship	No. of Board Meetings attended		Attendance at last AGM
		Held	Attended	
Mr. Amit Rajpal	Non - Executive Director	8	8	No
Mr. Makarand Patankar	Whole Time Director	8	7	No
Mr. Kapil Kapoor	Non - Executive & Independent Director	8	8	Yes
Ms. Sutapa Banerjee	Non - Executive & Independent Director	8	8	No
Ms. Sucheta Dalal	Non - Executive & Independent Director	8	8	Yes

The names and categories of the Directors on the Board and the number of directorships and committee memberships held by them in other Companies are given below:

Name	No. of Directorships in other Public companies#	No. of Committee Memberships (including in Company) @	
		Member	Chairman
Mr. Amit Rajpal	NIL	1	NIL
Mr. Makarand Patankar	NIL	2	NIL
Mr. Kapil Kapoor	3	4	2
Ms. Sutapa Banerjee	9	7	1
Ms. Sucheta Dalal	NIL	2	1

excluding Directorships in Foreign companies, Private Limited companies, companies under Section 8 of the Companies Act, 2013.

@ Memberships include Chairmanships. Only memberships of Audit Committee, Remuneration Committee and Stakeholders' Relationship Committee are considered.

(D) THERE IS NO RELATIONSHIP BETWEEN THE DIRECTORS INTER SE.

(E) DETAILS OF SHARES & CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS:

Sr. No.	Name	Nature of Directorship	No. of shares held in the Company	Type of Security
1.	Mr. Kapil Kapoor	Non - Executive & Independent Director	320,250	Equity Shares

- (f) The Company has in place a familiarization programme for the Independent Directors. The familiarization programme aims to familiarise the Independent Directors with the finance, MSME and non-banking industry scenario, the socio-economic environment in which it operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner.

The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes. The policy on Company's familiarization programme for Independent Directors is posted on the Company's website at www.niyogin.in.

3. BOARD COMMITTEES:

In compliance with the requirements of the Companies Act, 2013, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable laws, the Company has the following committees in place: (i) Audit Committee (ii) Stakeholders Relationship Committee (iii) Nomination & Remuneration Committee and (iv) Independent Directors Committee.

The Board determines the constitution of the Committees and the terms of reference for Committee Members including their roles and responsibilities.

A. AUDIT COMMITTEE:

Composition:

The Audit Committee consists of three (3) members, of which two (2) are Non-Executive Independent Directors and one (1) Whole-time Director viz. namely:

- (1) Ms. Sutapa Banerjee, Non-Executive Independent Director (Chairperson);
- (2) Ms. Sucheta Dalal, Non-Executive Independent Director (Member); and
- (3) Mr. Makarand Patankar, Whole time Director (Member).

All the members of the Audit Committee are financially literate and have accounting related financial management expertise.

The Company Secretary acts as the Secretary to the Committee.

The Statutory Auditors, Chief Financial Officer and the Internal Auditors are invitees to the Audit Committee Meetings.

The scope of activities and powers of the Audit Committee are in line with Regulation 18 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013.

Terms of reference:

The terms of reference of the Audit Committee are broadly as follows:

- (a) Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (b) Recommending to the Board the appointment, re-appointment and removal of statutory auditors, cost auditors, branch auditors and fixation of their remuneration.
- (c) Approving the payments to statutory auditors for any other services rendered by them.
- (d) Reviewing with management the annual financial statements and auditor's report before submission to the Board for approval, focusing primarily on:
 - Matters required to be included in the Director's Responsibility for inclusion of the same in the Board Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - Any changes in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on exercise of judgments by management;
 - Qualifications in draft audit report;
 - Significant adjustments made in the financial statements arising out of audit;
 - The going concern assumption;
 - Compliance with accounting standards;
 - Compliance with listing and legal requirements concerning financial statements;
 - All related party transactions i.e., transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc.
- (e) Reviewing with the management, internal financial controls and risk management system.
- (f) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus /notice and the report submitted by the monitoring agency monitoring the utilization

NIYOGIN FINTECH LIMITED

of proceeds of a public or rights issue, and making appropriate recommendations to the Board.

- (g) Reviewing with the management the quarterly and half-yearly financial results before submission to the Board.
- (h) Reviewing the adequacy of internal audit functions, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- (i) Scrutinizing the inter-corporate loans & investments.
- (j) Discussion with Internal Auditors and the Statutory Auditors on any significant findings and follow up thereon.
- (k) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- (l) Approval or any subsequent modification of transactions of the Company with related parties.
- (m) To look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- (n) Review and monitor the auditor's independence and performance, and effectiveness of audit processes.
- (o) To review the functioning of the Whistle Blower Policy and Vigil mechanism.
- (p) Valuation of undertaking or assets of the Company where ever it is necessary.
- (q) Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- (r) Discussions with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (s) All such other functions as may be specified from time to time.

Meetings:

During the year under review, five (5) Audit Committee meetings were held on 12th April, 2017, 30th May 2017, 2nd August, 30th October and 7th February, 2018. The gap between two consecutive meetings is less than 120

days. The details of meetings attended by the Members are given below:

Name	No. of meetings attended
Ms. Sutapa Banerjee	5
Ms. Sucheta Dalal	5
Mr. Makarand Patankar	4

B. STAKEHOLDERS' RELATIONSHIP COMMITTEE :

Composition:

The Stakeholders' Relationship Committee comprises of two (3) members of which two are Non-Executive Independent Director and the other, Whole Time Director viz.:

- (1) Ms. Sucheta Dalal - Non-Executive Independent Director (Chairman);
- (2) Mr. Kapil Kapoor Non-Executive Independent Director (Member); and
- (3) Mr. Makarand Patankar, Whole-time Director (Member).

The Company Secretary acts as Secretary to the Committee.

Terms of reference:

The Stakeholders Relationship Committee primarily attends to and resolves grievances of the Company's shareholders.

Meetings:

During the year under review, since the number of members were less and there were no transfer/transmission requests, there were no meetings held.

Details of Investor Complaints:

The Company did not receive any queries / complaints during the year under review.

Name, Designation and Address of Compliance Officer:

Mr. Mandar Godbole

Company Secretary & Compliance Officer

Niyogin Fintech Limited (erstwhile M3 Global Finance Ltd.)

307, 3rd Floor, Marathon Icon,
Off. Ganpatrao Kadam Marg;
Lower Parel West,
Mumbai 400013

New Registered Office (w.e.f. 1st September 2018)

Neelkanth Corporate IT Park,
311/312, 3rd floor, Kiroli Road,
Vidyavihar (West),
Mumbai 400086

C. NOMINATION AND REMUNERATION COMMITTEE:

Composition:

The Nomination and Remuneration Committee comprises of three (3) Non-Executive Independent Directors viz.:

- (1) Mr. Kapil Kapoor - Non-Executive Independent Director (Chairman);
- (2) Mr. Amit Rajpal - Non-Executive Non - Independent Director (Member); and
- (3) Ms. Sutapa Banerjee. (Member).

The Company Secretary acts as Secretary to the Committee.

Terms of reference:

The role of the Nomination and Remuneration Committee is:

- a. To identify persons who are qualified to become directors or who can be appointed in the senior management.
- b. To formulate criteria for evaluation of the performance of the Independent Directors and the Board and decide whether to extend or continue the term of appointment of independent directors, on the basis of performance evaluation.
- c. To devise a policy on Board diversity.
- d. To recommend the appointment/ removal of directors or senior management personnel.
- e. To carry out evaluation of every director's performance.
- f. To formulate criteria for determining qualifications, positive attributes and independence of a director.
- g. To recommend to the Board, policy relating to remuneration for the directors, key managerial personnel and other senior employees and to review the policy at regular intervals

Meetings:

During the year under review 2017-18, three (3) meetings of the Nomination and Remuneration Committee were held on 12th April 2017, 2nd August, 2017 and 7th February. The said meeting was attended by all the members.

Nomination & Remuneration Policy

The Nomination and Remuneration policy provides a framework for appointment of Directors, Key Managerial Personnel and senior management, their performance evaluation and fixing their remuneration based on their performance.

Policy for selection and Appointment of Directors and their Remuneration

The Nomination & Remuneration Policy of the Company clearly specifies the following:

- Identification of persons qualified to become Directors or occupy senior management positions
- Fixing Remuneration of the Directors and Key Managerial personnel and Senior management
- Re-appointment and Evaluation of Directors and Senior Personnel:
- Evaluation of Independent Directors

Remuneration

The Non-executive Directors shall be entitled to receive sitting fees for each meeting of the Board attended by them, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and reimbursement of expenses for participation in the Board Meetings.

Remuneration for the Whole Time Director and CFO

At the time of appointment or re-appointment, the CFO & Whole-Time Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Committee and the Board of Directors) and the CFO & Whole-Time Director within the overall limits prescribed under the Companies Act, 2013.

The Committee shall also take into account the comparative remuneration in the industry, size of the Company and profile of the candidate while deciding the remuneration. The remuneration shall be subject to the approval of the Members of the Company in General Meeting, where required.

The remuneration of the CFO and Whole Time Director comprises of fixed and variable component as per the provisions of Companies Act, 2013. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits

Remuneration Policy for the Senior Management Employees

In determining the remuneration of the Senior Management Employees' the Committee shall ensure that the relationship of remuneration and performance benchmark is clear.

Details of Remuneration paid to the Executive Director during the year ended 31st March 2018:

Particulars	Amount (in ₹)
Salary	30,00,000
Perquisites	-

NIYOGIN FINTECH LIMITED

Particulars	Amount (in ₹)
Commission	-
Performance bonus	-
Total	30,00,000

Service Contract, Severance Fees & Notice Period:

The terms of employment stipulate a notice period of 3 (three) months, for termination of appointment of Chairman & Whole-time Director and Executive Directors, on either side. There is no provision for payment of severance fees.

Sitting Fees to Non-Executive Independent Directors (Accounts)

Non-Executive Independent Directors of the Company do not draw any remuneration from the Company other than sitting fees for attending Board and Audit Committee meetings. None of the Non-Executive Independent Directors have entered into any pecuniary transaction or relationship with the Company.

The Company pays ₹ 50,000 for each Board Meeting and ₹ 25,000 for the Committee Meetings.

Details of sitting fees paid for attending Board and Committee Meetings during the year ended 31st March 2018 are given below:

Name	Sitting Fees		Total
	Board Meetings	Committee Meetings	
Mr. Kapil Kapoor	450,000	100,000	550,000
Ms. Sutapa Banerjee	450,000	225,000	675,000
Ms. Sucheta Dalal	450,000	225,000	675,000
Total	1,350,000	550,000	1,900,000

4. COMPANY POLICIES:

The Company has the following policies in place which can be viewed on the Company's website viz. www.niyogin.in

Policy on determination of Materiality	https://www.niyogin.in/documents/20143/123269/Policy+on+determination+of+Materiality.pdf/d408d518-f5df-4799-8dd3-dccc8d6d6896
Policy on preservation of documents	https://www.niyogin.in/documents/20143/123269/Policy+on+preservation+of+documents.pdf/b93c00b5-d7bc-ec3a-996e-4d537e009ccb
Policy on Vigil Mechanism	https://www.niyogin.in/documents/20143/123269/Policy+on+Vigil+Mechanism.pdf/3a97635c-df87-20f3-346e-0d42f46dff32
Code of Conduct	https://www.niyogin.in/documents/20143/123269/Code+of+Conduct+for+Management+and+Senior+Employees.pdf/cbd351c4-1715-2391-34ff-096a8f4ff622
Related Party Transaction Policy	https://www.niyogin.in/documents/20143/123269/Related+Party+Transaction+Policy.pdf/e5e2bd7a-1fbf-4269-c0c0-1a89376a205e
Web Archival Policy	https://www.niyogin.in/documents/20143/123269/Web+Archival+Policy.pdf/0fbdf346-a031-f3d9-043c-55632a8e18f5
Nomination and Remuneration Policy	https://www.niyogin.in/documents/20143/123269/Nomination+%26+Remuneration+Policy.pdf/210e92fd-24f1-4fe3-436e-64dc5b740226
Care & Dignity Policy	https://www.niyogin.in/documents/20143/123269/Niyogin-Care+and+Dignity+Policy.pdf/b8f3d37f-401b-8dba-acb4-3ac6eb3c0083

5. PERFORMANCE EVALUATION OF THE BOARD:

After taking into consideration one to one inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance; pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration committee.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence.

6. MEETING OF THE INDEPENDENT DIRECTORS:

During the year under review, the Independent Directors met on 7th February, 2018, inter alia, to discuss:

(c) General Body Meetings:

I confirm that for the year under review, directors and senior management have affirmed their adherence to the provisions of the Code of Conduct.

Makarand Patankar
Whole Time Director

MUMBAI
28th May 2018

- (a) Evaluation of the performance of the Board of Directors as a Whole;
- (b) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Non-executive Directors.
- (c) Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

7. OTHER INFORMATION:

(a) Corporate Identity Number allotted to the Company by the Ministry of Corporate Affairs: L65910MH1988PLC239746.

(b) Compliance with the Code of Conduct:

The Company has laid down a Code of Conduct for all Board members and the Senior Management Personnel. The Code of Conduct is available on the Company's website viz., www.niyogin.in. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration to this effect signed by the Chairman & Whole-time Director forms part of this Report.

(i) Location, Date and Time of Annual General Meetings held during the last 3 (three) years:

The Annual General Meetings ("AGM") of the Company in the previous three financial years are enlisted as below:

Financial Year	Date and Time of Meeting	Location
2016-17	Thursday, 28 th September, 2017 at 11:00 a.m. onwards	Aqaba Banquet, Level P5, Club House, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai-400013
2015-16	Monday, 19 th September, 2016 at 1.30 pm onwards	The Orient Club, 9, Chow patty Sea Face, Mumbai-400007
2014-15	Tuesday, 29 th September, 2015 at 12.30 p.m. onwards	At the Registered Office at 152 Narayan Dhuru Street, 2 nd Floor, Room No. 24, Mumbai - 400003

(ii) Special Resolutions passed in the previous three Annual General Meetings:

Financial Year	Subject Matter of Special Resolution
2016-17	-
2015-16	Approval for issue of compulsory convertible preference shares and warrants on a preferential basis. Approval for assignment of amount receivable from Yamala Infrastructure Private Limited.
2014-15	-

8. OTHER DISCLOSURES:

- (a) During the year under review, the Company has entered into a related party transaction, which was in the normal course of business for which necessary approvals are taken and disclosures are made. The Company has not entered into any materially significant related party transactions i.e., transactions of material nature, with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. However, the Company has annexed to the financial statements a list of all related parties as per Section 188 of the Companies Act, 2013 and Accounting Standard 18 and the transactions entered into with them and pursuant to and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Company has in place Policy on Related Party Transactions. This Policy can be viewed on the Company's website viz. www.niyogin.in in the "Investor Relations" Section.
- (b) A qualified practicing Company Secretary conducts Share Capital Reconciliation Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) along with shares held in physical form and the total issued and listed capital. The Share Capital Reconciliation Audit Report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- (c) The Whole-Time Director and the Chief Financial Officer have certified to the Board in accordance with the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to CEO / CFO Certification for the period ended 31st March 2018.
- (d) The Companies risk management framework is being reviewed and revised to minimize risk and strengthen risk assessment.
- (e) During the last three years, there were no strictures or penalties imposed either by Securities and Exchange Board of India or the Stock Exchange or any regulatory authority for non-compliance of any matter related to the capital market.
- (f) No personnel have been denied access to the Chairman or members of the Audit Committee. Your Company is committed to highest standards of ethical, moral and legal business

conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy/Vigil Mechanism Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 4 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. This Policy can be viewed on the Company's website viz. www.niyogin.in in the "Investor Relations" Section.

- (g) To the extent possible, the Company has complied with the mandatory requirements of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (h) The Company has complied with all applicable Accounting Standards issued by Institute of Chartered Accountants of India in preparation of its financial statements pursuant to the amended Schedule III of Companies Act, 2013.
- (i) The Company has not complied with the discretionary requirements as mentioned in Part E of Schedule II.

9. MEANS OF COMMUNICATION :

- a. Financial Results: As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Quarterly and Half-Yearly results of the Company are published within forty five days from the end of the respective quarter and the annual audited results are announced as and when approved by the Board. The financial results are published usually in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the Company is situated and also posted on the Company's website viz. www.niyogin.in.
- b. News Releases, Presentations etc.: Official news releases, detailed presentations made to media, analysts, institutional investors etc. if any, are displayed on the Company's website viz. www.niyogin.in. Official announcements are sent to the Stock Exchanges.
- c. Website: The Company's corporate website www.niyogin.in provides information about the Company's business. It also contains a separate dedicated Section 'Investor Relations' where shareholders information is available. The Annual Report of the Company is also available on the website in a user friendly and downloadable format.

d. Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report.

e. The presentations made to the investors are also uploaded on the website of the Company.

10. MANDATORY REQUIREMENT :

The Company has complied with the mandatory requirements of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance.

11. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting	30 th Annual General Meeting
Financial Year	2017-18
Time, Date & Venue	11 a.m. on Tuesday, 25 th September, 2018 at Neelkanth Corporate IT Park, 311/312, 3 rd floor, Kirol Road, Vidyavihar (West), Mumbai 400086
Date of Book Closure	Wednesday, 19 th September, 2018 is the cut-off date. Book closure start date: Thursday, 20 th September, 2018 Book closure end date: Tuesday, 25 th September, 2018
Dividend Payment	The Board of Directors of the Company do not recommend any dividend for its members. The Board intends to grow its reserves for operational growth and future cash flows.
Listing on Stock Exchange	BSE Limited
Stock Code	538772
Registered Office	307, 3 rd Floor Marathon Icon, Off. Ganpatrao Kadam Marg, Lower Parel West, Mumbai 400013 Neelkanth Corporate IT Park, 311/312, 3 rd floor, Kirol Road, Vidyavihar (West), Mumbai 400086 (w.e.f. 1 st September 2018)
Correspondence Address	Neelkanth Corporate IT Park, 311/312, 3 rd floor, Kirol Road, Vidyavihar (West), Mumbai 400086

Financial Calendar (tentative and subject to change) (For F.Y. 2018-19)

Particulars	Tentative Dates
Unaudited Financial Results for 1 st Quarter ended 30 th June 2018	10 th August, 2018
Unaudited Financial Results for 2 nd Quarter ended 30 th September 2018	10 th November, 2018
Unaudited Financial Results for 3 rd Quarter ended 31 st December 2018	10 th February 2019
Audited Financial Results for the financial year ended 31 st March 2019	20 th May 2019

Financial Year

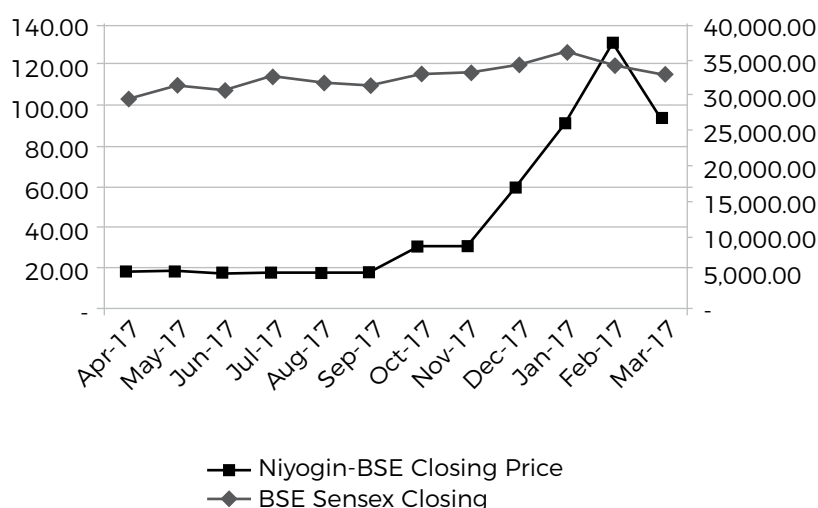
The Company follows the financial year starting from April 1 to March 31 each year.

Market Price Data - BSE:

MONTH	BSE	
	High	Low
April 2017	17.35	17.30
May 2017	17.35	17.35
June 2017	17.35	17.35
July 2017	17.35	17.35
August 2017	17.35	17.35
September 2017	17.35	17.35
October 2017	29.65	18.20
November 2017	29.65	29.65
December 2017	58.75	29.65
January 2018	90.05	59.90
February 2018	130.45	88.25
March 2018	135.70	92.75

NIYOGIN FINTECH LIMITED

Performance in comparison to BSE SENSEX:



12. SHAREHOLDER'S INFORMATION:

Registrar & Share Transfer Agent	LinkIn Time India Private Limited
Share Transfer System	

The Distribution of Shareholding as on 31st March 2018

No. of equity shares	No. of Shareholders	As % of total Shareholders	No. of Shares	As % of total shares
1-500	476	62.55	110562	0.14
501-1000	108	14.19	93480	0.12
1001-2000	47	6.18	78228	0.10
2001-3000	22	2.89	57390	0.07
3001-4000	12	1.58	44757	0.06
4001-5000	15	1.97	73052	0.09
5001-10000	27	3.55	207358	0.26
10001 and above	54	7.10	79369623	99.17

Category of Shareholders as on 31st March 2018:

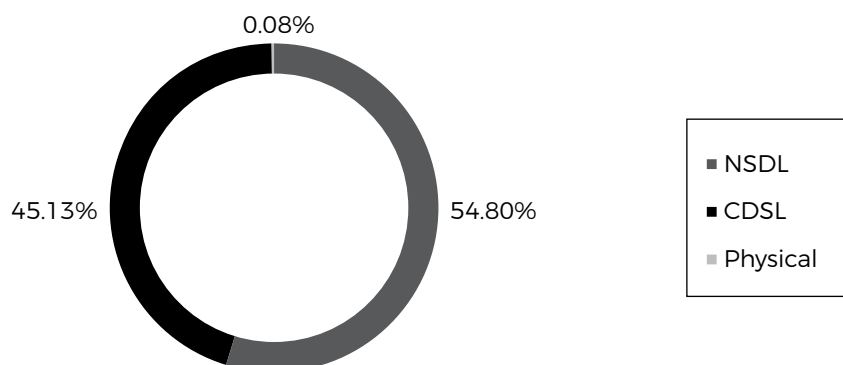
Category	No. of Shareholders	No. of Shares	As % of total shares
Promoter & Promoter Group	1	33521995	41.88
Foreign Institutional Investors	5	39082100	48.83
Non-Resident Indians	8	4980	0.00
Other Bodies Corporate	25	3635119	4.54
Clearing Members	24	62291	0.08
HUF	24	48299	0.06
Public	674	3679666	4.6
Total	761	80034450	100

13. DEMATERIALISATION OF SHARES

As on 31st March 2018, 99.92% of the total equity capital is held in dematerialised form with NSDL and CDSL. As per SEBI guidelines, the trading in equity shares of the Company is permitted only in dematerialized form.

Particulars	No. of Shares	As % of total shares
NSDL	43,856,588	54.79
CDSL	36,116,962	45.13
Physical	60,900	0.08
Total	80,034,450	100

Shares held in demat/Physical mode



COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V (E) of SEW
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Niyogin Fintech Limited

We have examined the compliance of conditions of Corporate Governance by Niyogin Fintech Limited ('the Company'), for the year ended on March 31, 2018, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we hereby certify that the Company has complied with the conditions of Corporate Governance to the extent applicable except as mentioned below, as stipulated in the provisions specified in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Listing Agreement of the said Company with stock exchange(s).

We further state that such compliance is neither any assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For Mitesh J. Shah & Associates
(Company Secretaries)

Sd/-
Mitesh J. Shah
Proprietor
ACS No.: 30250
C. P. No.: 12891

Date: 13th August 2018
Place: Mumbai

ANNEXURE VII

CERTIFICATE PURSUANT TO REGULATION 17 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, Makarand Patankar – Whole Time Director and Sandeep Kumar – Chief Financial Officer hereby certify for the financial year ended 31st March 2018 that: -

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

Sd/-
Makarand Patankar
Whole Time Director
(DIN:01584128)

Sd/-
Sandeep Kumar
Chief Financial Officer

Date: 13th August 2018

PURSUANT TO REGULATION 34(3) READ WITH CLAUSE 'D' OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015

To
The Members of
NIYOGIN FINTECH LIMITED

DECLARATION

I, Makarand Patankar, Whole Time Director of Niyogin Fintech Limited hereby declare that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2018.

For Niyogin Fintech Limited

Sd/-
Makarand Patankar
Whole Time Director
DIN 01584128

Place : Mumbai
Date : 13th August 2018



FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of
Niyogin Fintech Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Niyogin Fintech Limited (formerly known as M3 Global Finance Limited) (the "Company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters

which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the financial statements in accordance with the Standards on Auditing prescribed under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles

INDEPENDENT AUDITOR'S REPORT

generally accepted in India, of the state of affairs of the Company as at 31 March 2018, and its loss and its cash flows for the year ended on that date.

OTHER MATTER

The comparative financial information of the Company for the year ended 31 March 2017 as included in these financial statements have been audited by the predecessor auditor who had audited the financial statements for the year ended 31 March 2017. The report of the predecessor auditor on the comparative financial information dated 12 April 2017 expressed an unmodified opinion. Our opinion is not modified in respect of this matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in "Annexure A", a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under Section 133 of the Act;
 - e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of

Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

- f) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company does not have any pending litigations which would impact its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
 - iv. the disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018. However, amounts as appearing in the audited financial statements for the year ended 31 March 2017 have been disclosed.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sd/-
Manoj Kumar Vijai
Partner
Membership No: 046882

Mumbai
 28 May 2018

ANNEXURE A TO THE INDEPENDENT AUDITOR'S

Report of even date on the financial statements of Niyogin Fintech Limited

The Annexure referred to in the Independent Auditor's Report to the members of Niyogin Fintech Limited (formerly known as M3 Global Finance Limited)(the "Company") on the financial statements for the year ended 31 March 2018, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all the fixed assets are verified at the end of the financial year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification in the current year.
- (c) The Company does not have any immovable property in its name, accordingly, clause 3(i)(c) of the Order is not applicable to the Company.
- ii. The Company's business does not involve holding of any inventories. Accordingly, clause 3(ii) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (the "Act"). Accordingly, clause 3(iii) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments or provided guarantees and securities under Section 185 and 186 of the Act. Accordingly, clause 3(iv) of the Order is not applicable to the Company.
- v. According to the information and explanation given to us, the Company has not accepted any deposits from the public. Accordingly, clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any services rendered by the Company. Accordingly, clause 3(vi) of the Order is not applicable to the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, service tax, goods and service tax, cess and other material statutory dues have not been regularly deposited with the appropriate authorities and there have been serious delays in a number of cases. As explained to us, the Company did not have any dues on account of employees' state insurance, duty of customs, duty of excise, sales tax value added tax and cess.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, service tax, goods and service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues which have not been deposited by the Company on account of dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company did not have any loans or borrowings from financial institutions, banks, debenture holders or the Government during the year. Accordingly, clause 3(viii) of the Order is not applicable to the Company.
- ix. According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause 3(ix) of the Order is not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.

ANNEXURE A TO THE INDEPENDENT AUDITOR'S

Report of even date on the financial statements of Niyogin Fintech Limited

- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards. .
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made private placement of shares during the year in compliance with requirement of Section 42 of the Act and the amount raised have been used for the purposes for which the funds were raised.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable to the Company.
- xvi. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained certificate of registration dated 30 December 2013.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sd/-
Manoj Kumar Vijai
Partner
Membership No: 046882

Mumbai
 28 May 2018

ANNEXURE B TO THE INDEPENDENT AUDITOR'S**Report of even date on the financial statements of Niyogin Fintech Limited****REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (THE "ACT")**

We have audited the internal financial controls over financial reporting Niyogin Fintech Limited (the "Company") as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal

financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate

ANNEXURE B TO THE INDEPENDENT AUDITOR'S

Report of even date on the financial statements of Niyogin Fintech Limited

because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential

components of internal control stated in the Guidance Note issued by the ICAI.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Mumbai
 28 May 2018

Sd/-
Manoj Kumar Vijai
Partner
Membership No: 046882

BALANCE SHEET

as at 31 March 2018

(Currency: Indian Rupees in Lakhs)

	Note	31 March 2018	31 March 2017
I. EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUNDS			
(a) Share capital	3	8,476.69	1,083.24
(b) Reserves and surplus	4	17,561.10	78.54
(c) Money received against share warrants		-	737.50
		26,037.79	1,899.28
2. NON-CURRENT LIABILITIES			
(a) Long term provisions	5	8.00	-
		8.00	-
3. CURRENT LIABILITIES			
(a) Trade payables	6		
- Total outstanding dues of micro and small enterprises		2.88	-
- Total outstanding dues of creditors other than micro and small enterprises		94.40	-
(b) Other current liabilities	7	45.17	47.48
(c) Short term provisions	8	222.11	-
		364.56	47.48
TOTAL		26,410.35	1,946.76
II. ASSETS			
1. NON-CURRENT ASSETS			
(a) Property, plant and equipment	9		
(i) Tangible assets		40.99	1.63
(ii) Intangible assets		595.73	-
(iii) Capital work in progress		-	3.03
(iv) Intangible assets under development		51.35	-
		688.07	4.66
(b) Non current investments	10	1,512.60	-
(c) Long term loans and advances	11	89.89	-
(d) Other non current assets	12	10.29	-
		1,612.78	-
2. CURRENT ASSETS			
(a) Current investments	13	22,385.01	-
(b) Cash and bank balances	14	1,032.79	1,940.62
(c) Short term loans and advances	15	99.72	-
(d) Other current assets	16	591.98	1.48
		24,109.50	1,942.10
TOTAL		26,410.35	1,946.76
Significant accounting policies	2		

The accompanying notes form an integral part of these financial statements.

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No:046882

Mumbai
28 May 2018

For and on behalf of the Board of Directors
Niyogin Fintech Limited (Formerly known as M3 Global Finance Limited)
CIN No: L65910-MH1988-PLC23-9746

Makarand Patankar
Whole Time Director
DIN : 01584128

Sandeep Kumar
Chief Financial Officer

Mumbai
28 May 2018

Sutapa Banerjee
Independent Director
DIN : 02844650

Mandar Godbole
Company Secretary

STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

	Note	31 March 2018	31 March 2017
REVENUE			
I. Revenue from operations	17	515.50	5.04
II. Other income	18	707.62	9.98
III. Total revenue		1,223.12	15.02
IV. EXPENSES			
(a) Employee benefits expense	19	786.51	8.08
(b) Depreciation and amortisation expenses	9	51.96	-
(c) Other expenses	20	649.84	483.84
V. Total expenses		1,488.31	491.92
VI. LOSS BEFORE TAX		(265.19)	(476.90)
VII. TAX EXPENSE:			
(a) Current tax		-	-
(b) Deferred tax		-	-
VIII. LOSS FOR THE YEAR		(265.19)	(476.90)
XI. EARNINGS PER EQUITY SHARE:			
(i) Basic (₹)	21	(0.46)	(13.25)
(ii) Diluted (₹)		(0.46)	(13.25)
Significant accounting policies	2		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No:046882

Mumbai
28 May 2018

For and on behalf of the Board of Directors
Niyogin Fintech Limited (Formerly known as M3 Global Finance Limited)
CIN No: L65910-MH1988-PLC23-9746

Makarand Patankar
Whole Time Director
DIN : 01584128

Sandeep Kumar
Chief Financial Officer

Mumbai
28 May 2018

Sutapa Banerjee
Independent Director
DIN : 02844650

Mandar Godbole
Company Secretary

CASH FLOW STATEMENT

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

	31 March 2018	31 March 2017
Cash flows from operating activities		
Loss before tax	(265.19)	(476.90)
Add:-		
Depreciation and amortisation	51.96	-
Provision for gratuity	7.74	-
Lease equalisation reserve	0.07	-
Less:-		
Reversal of provision for standard assets	0.19	-
Gain on sale of short term investments (net)	418.64	-
Interest on fixed deposits	250.49	-
Operating loss before working capital changes	(874.74)	(476.90)
Increase in other current and non current assets	(1,414.84)	(1.48)
(Increase)/decrease in loans and advances	(171.02)	36.82
Increase in short term provisions	104.00	-
Decrease in other current liabilities	(2.27)	-
Increase in trade payables	97.28	47.47
	(2,261.59)	(394.08)
Cash used in operating activities before taxes	(2,261.59)	(394.08)
Less: Taxes paid	(17.59)	-
Net cash flows used in operating activities - A	(2,279.18)	(394.08)
Cash flows from investing activities		
Purchase of fixed assets including intangible assets and capital work in progress	(617.53)	(4.66)
Purchase of investments	(86,796.55)	649.00
Net proceeds from sale of short term investments	63,317.60	-
Interest on fixed deposits	154.76	-
Net cash flows used in investing activities - B	(23,941.72)	644.34
Cash flows from financing activities		
Proceeds from issuance of compulsorily convertible preference shares including securities premium	-	1,272.21
Proceeds from issuance of equity shares including securities premium	22,217.23	-
Share issue expenses	(25.42)	-
Proceeds from issuance of share warrants	2,212.50	737.50
Repayment of long term borrowings	-	(297.00)
Repayment of short term borrowings	-	(25.00)
Net cash flows generated from financing activities - C	24,404.31	1,687.71
Net (decrease)/increase in cash and cash equivalents - (A+B+C)	(1,816.60)	1,937.97

CASH FLOW STATEMENT

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

	31 March 2018	31 March 2017
Cash and cash equivalents at the beginning of the year	1,940.62	2.65
Cash and cash equivalents at the end of the year	124.02	1,940.62
Reconciliation of cash and cash equivalents as above with cash and bank balances		
Cash and cash equivalents at the end of the year as per above	124.02	1,940.62
Add: Fixed deposits with original maturity over 3 months	908.77	-
Cash and bank balances as at the end of the year (refer note 14)	1,032.79	1,940.62

Notes:

1. Above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard (AS) - 3 'Cash Flow Statements'.
2. Cash and cash equivalents comprise of balances with banks in current accounts and fixed deposit accounts.

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No:046882

Mumbai
28 May 2018

For and on behalf of the Board of Directors
Niyogin Fintech Limited (Formerly known as M3 Global Finance Limited)
CIN No: L65910-MH1988-PLC23-9746

Makarand Patankar
Whole Time Director
DIN : 01584128

Sandeep Kumar
Chief Financial Officer

Mumbai
28 May 2018

Sutapa Banerjee
Independent Director
DIN : 02844650

Mandar Godbole
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES

1. BACKGROUND

Niyogin Fintech Limited (formerly known as M3 Global Finance limited) (the 'Company') is registered as a Non-Banking Financial Company ('NBFC') and holds a Certificate of Registration number B-13.02061 dated 30 December 2013 issued by Reserve Bank of India ('RBI'). During the year, the Company has changed its name from M3 Global Finance Limited to Niyogin Fintech Limited. RBI granted a new Certificate of Registration dated 29 May 2017 pursuant to the change in of name. The Company is a non-deposit taking non-systemically important Non-Banking Financial Company ('NBFC-ND-NSI') and is in the business of providing loans to small enterprises.

2. SIGNIFICANT ACCOUNTING POLICIES

I. BASIS OF PREPARATION

The financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles ('GAAP') under the historical cost convention, on the accrual basis of accounting, unless otherwise stated, and comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (the 'Act'), the provisions of Schedule III to the Act and circulars and guidelines issued by RBI for NBFCs. The financial statements are presented in Indian rupees and rounded off to nearest lac.

II. USE OF ESTIMATES

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amount of assets, liabilities, expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to the accounting estimates is recognised prospectively in current and future periods.

III. CURRENT - NON-CURRENT CLASSIFICATION

All assets and liabilities are classified into current or non-current.

Assets – An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in the Company's normal cycle;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities – A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal cycle;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have any unconditional right to defer settlement of liability for at least 12 months after the reporting date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. Considering nature of the business, operating cycle cannot be determined, hence, the Company has adopted its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

IV. PROPERTY, PLANT & EQUIPMENT, INTANGIBLE ASSETS, AND DEPRECIATION / AMORTISATION

a. Tangible assets

Tangible fixed assets are carried at cost of acquisition or construction less accumulated depreciation and / or

SIGNIFICANT ACCOUNTING POLICIES

accumulated impairment loss, if any. The cost of an item of tangible fixed asset comprises its purchase price, and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates. Tangible fixed assets under construction are disclosed as capital work-in-progress.

b. Intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

c. Leasehold improvements

Leasehold improvement includes all expenditure incurred on the leasehold premises that have future economic benefits. Leasehold improvements are written off over the period of lease.

d. Intangibles assets under development

Eligible expenditure incurred for development of intangible assets is carried as intangible assets under development where such assets are not yet ready for their intended use.

e. Capital work-in-progress

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

f. Depreciation and amortization

Depreciation / amortisation is provided over the useful life of the assets, pro rata for the period of use, on a straight-line method. The useful life estimates prescribed in Part C of Schedule II to the Act have been considered as useful

life for tangible assets. Intangible assets are amortised over a period as per management estimates of their useful life. Pursuant to this policy, the useful life estimates in respect of the following assets are as follows:

Class of assets	Useful life
Furniture and fixtures	10 years
Office equipment	5 years
Computer equipment	3 years
Computer software	3 years

g. Impairment of assets

The Company assesses at the each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and the value in use of those assets. Value in use is arrived at by discounting the estimated future cash flows to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciable historical cost.

v. Investments

Investments are classified into long term and current investments at the time of purchase of each investment.

Cost includes purchase cost, brokerage, stamp duty, etc. Discount received or premium paid on purchase of investments, as the case may be, is accreted or amortized, over the residual tenure of the security to give a constant yield to maturity.

SIGNIFICANT ACCOUNTING POLICIES

Investments are recorded on a trade date and broken period interest is recognised in the balance sheet as interest accrued but not due.

- a. **Long term investments** - Long term investments are investments intended to be held for a period of more than a year. Long term investments are carried individually at cost less provision for diminution, other than temporary, determined on an individual investment basis.
- b. **Current investments** - Current investments are investments intended to be held for a period of less than a year. Current investments are stated at the lower of cost and fair value, determined on an individual investment basis.

Basis of valuation

In case of quoted debt instruments, where the quoted price is not available on the balance sheet date and unquoted debt instruments, fair value is determined based on quotes / market value provided by market intermediaries.

For investments in the schemes of mutual funds, Net Asset value '(NAV)' is considered as provided by the fund house.

Commercial papers are valued at carrying cost as per the requirements of RBI prudential norms.

VI. REVENUE RECOGNITION

- a. **Interest income** - Interest income is recognised as it accrues on a time proportion basis taking into account the amount of principal outstanding and the interest rate applicable, except in the case of non-performing assets ('NPAs') where it is recognised upon realisation as per RBI Guidelines.
- b. **Processing fees** - Processing fee is recognized upfront, when the amount becomes due.
- c. **Other finance charges** - Cheque bounce charges, overdue interest, foreclosure

fees, service charges, finance charges etc. are recognized provided it is not unreasonable to expect ultimate collection.

- d. **Gain / loss on sale of investments** - Profit or loss on sale of investments is recognised on a trade date and determined on the basis of First-In-First-Out (FIFO).

VII. EMPLOYEE BENEFITS

- a. **Contribution to provident fund** - The Company makes specified monthly contributions towards employee provident fund to government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related services.
- b. **Gratuity** - The Company provides for the gratuity, which is a defined benefit plan. The plan provides for lumpsum payments to employees upon death while in employment or on separation from employment after serving for the stipulated period mentioned under 'The Payment of Gratuity Act, 1972'. The Company accounts for liability of future gratuity benefits based on an external actuarial valuation on projected unit credit method carried out for assessing liability as at the reporting date. Actuarial gains / losses are immediately taken to the statement of profit and loss and are not deferred.

VIII. ACCOUNTING FOR LEASES

Leases where the lessor effectively retains substantially all the risks and benefits of ownership over the lease term are classified as operating leases. Operating lease rentals are recognized as an expense on a straight-line basis over the lease period.

IX. FOREIGN EXCHANGE TRANSACTIONS

Transactions in foreign currency are recorded at the exchange rate prevailing on the dates of transaction. Monetary assets and liabilities denominated in foreign currency, remaining unsettled at the balance sheet date are

SIGNIFICANT ACCOUNTING POLICIES

restated at the closing exchange rates. Gain / loss arising on actual payments / realisations and year-end restatements are recognized in the statement of profit and loss.

X. PROVISIONS FOR NPAS AND DOUBTFUL DEBTS

NPAs including loans and advances are identified as sub-standard / doubtful / loss based on the tenor of default. NPA provisions are made based on management's assessment of the degree of impairment and the level of provisioning and meets prudential norms for asset classification prescribed by RBI for Non Deposit Taking Non Systemically Important NBFCs. These provisioning norms are considered the minimum and additional provision is made based on perceived credit risk where necessary.

All contracts which as per management are not likely to be recovered are considered as loss assets and written-off as bad debts. Recoveries made from previously written off contracts are included in 'Other Income'.

A general provision has been made on standard assets as prescribed by RBI for Non Deposit Taking Non Systemically Important NBFCs.

XI. OTHER PROVISIONS AND CONTINGENT LIABILITIES

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at the balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

XII. CASH AND CASH EQUIVALENT

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and cash in hand and short term balances with original maturity of three months or less from the date of acquisition, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

XIII. TAXATION

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

Current taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred taxes

Deferred tax is recognised in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be

SIGNIFICANT ACCOUNTING POLICIES

available against which such deferred tax assets can be realised. Deferred tax assets are reviewed as at the each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

XIV.SHARE ISSUE EXPENSES

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Act to the extent any balance is available for utilisation in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account are expensed in the statement of profit and loss.

XV. EARNINGS PER SHARE

The basic earnings per share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting year.

Number of equity shares used in computing diluted EPS comprises the weighted average number of shares considered for deriving basic earnings per share and also weighted average number of equity shares, which would have been issued on the conversion of all dilutive potential shares. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year except where the results would be anti-dilutive.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

3 SHARE CAPITAL

	31 March 2018	31 March 2017
AUTHORISED CAPITAL:		
89,000,000 (Previous year : 35,000,000) Equity shares of ₹ 10 each	8,900.00	3,500.00
9,000,000 (Previous year : 9,000,000) Preference shares of ₹ 10 each	900.00	900.00
	9,800.00	4,400.00
ISSUED, SUBSCRIBED AND FULLY PAID UP:		
80,034,450 (Previous year : 3,600,000) Equity shares of ₹ 10 each	8,003.45	360.00
4,732,433 (Previous year : 7,232,433) 0.001% Compulsorily Convertible Non-Cumulative Preference shares of ₹ 10 each	473.24	723.24
	8,476.69	1,083.24
Money received against share warrants		
Nil (29,500,000) share warrants of ₹ 10 each, ₹ 2.50 paid up	-	737.50
Reconciliation of the number of shares		
Equity shares		
At the beginning of the year	3,600,000	3,600,000
Issued during the year	76,434,450	-
At the end of the year	80,034,450	3,600,000
Preference shares		
At the beginning of the year	7,232,433	-
Issued during the year	-	7,232,433
Converted to equity shares	2,500,000	-
At the end of the year	4,732,433	7,232,433

TERMS/RIGHTS ATTACHED TO EQUITY SHARES

Equity shares : The Company has one class of equity shares having a face value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

TERMS/RIGHTS ATTACHED TO PREFERENCE SHARES

Compulsorily Convertible Non-Cumulative Preference shares ("CCPS") are convertible into one equity share of the Company of face value of ₹ 10 each. The CCPS holders have a right to receive dividend, prior to the equity shareholders. The dividends on the CCPS will be paid @ 0.001% on a non cumulative basis. In the event of liquidation, the preference shareholders will carry a preferential right over the holder of equity shares for payment of dividend and for payment of capital, in proportion to their shareholding. The CCPS holders enjoy such voting rights as available to them under the Companies Act, 2013. The CCPS shall be converted into equity shares at the option of the CCPS holders on or before 2 September 2018.

Allotment wise conversion dates for Compulsorily Convertible Non-Cumulative Preference shares ("CCPS")

Date of Allotment	31 March 2018		
	Date of Conversion/ maturity	No. of Units	₹ in lakh
2 March 2017	2 September 2018	4,732,433	473.24

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

Date of Allotment	31 March 2017		
	Date of Conversion/ maturity	No. of Units	₹ in lakh
5 December 2016	11 July 2017	2,500,000	250.00

Details of preference shares held by each shareholder, holding more than 5% of the preference shares in the Company

	31 March 2018		31 March 2017	
	Number	%	Number	%
Strategic India Equity Fund	4,732,433	100	4,732,433	65.43
Information Interface India Private Limited	-	-	2,500,000	34.57
	4,732,433	100	7,232,433	100

Details of equity shares held by each shareholder, holding more than 5% of the equity shares in the Company

	31 March 2018		31 March 2017	
	Number	%	Number	%
Information Interface India Private Limited	33,521,995	41.88	1,521,995	42.28
WF Asian Reconnaissance Fund Limited	12,169,500	15.21	-	-
Strategic India Equity Fund	8,646,750	10.80	-	-
Vikasa India EIF I Fund	7,377,850	9.22	-	-
Carmignac Portfolio	6,405,000	8.00	-	-
Alchemy India Long Term Fund Limited	4,483,000	5.60	-	-
	72,604,095	90.71	1,521,995	42.28

There is no holding company or ultimate holding company of the Company and hence details related to shares held by them, their subsidiaries or associates have not been provided.

4 RESERVES AND SURPLUS

	31 March 2018	31 March 2017
Statutory reserve:		
[Created pursuant to Section 45 I C of the Reserve Bank of India Act, 1934 as amended by RBI (Amendment) Act, 1997]		
Opening balance	1.89	1.89
Add: Transfer from surplus in the Statement of Profit and Loss	-	-
Closing balance	1.89	1.89
Securities Premium		
Opening balance	548.96	-
Addition: On account of issue of shares	17,773.81	548.96
Less: Share issue expenses	(25.42)	-
Closing balance	18,297.35	548.96
Provision for standard assets		
Opening balance	0.64	-
Addition:	-	0.64
Less: Reversed during the year	(0.64)	-
Closing balance	-	0.64

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

	31 March 2018	31 March 2017
Deficit in the Statement of Profit and Loss:		
Opening balance	(472.95)	3.95
Addition:	-	-
Less: Net loss during the year	(265.19)	(476.90)
Closing balance	(738.14)	(472.95)
Total	17,561.10	78.54

5 LONG TERM PROVISIONS

	31 March 2018	31 March 2017
Provision for gratuity	7.71	-
Provision for standard assets	0.29	-
Total	8.00	-

6 TRADE PAYABLE

	31 March 2018	31 March 2017
To related parties	-	-
To others		
(i) Total outstanding dues of micro and small enterprises	2.88	-
(ii) Total outstanding dues of creditors other than micro and small enterprises	94.40	-
Total	97.28	-

7 OTHER CURRENT LIABILITIES

	31 March 2018	31 March 2017
To related parties	3.11	39.58
To others		
Statutory dues	39.06	3.30
Deposit from directors	3.00	3.00
Other liabilities	-	1.60
Total	45.17	47.48

8 SHORT TERM PROVISIONS

	31 March 2018	31 March 2017
Provision for employee benefits		
- Gratuity	0.02	-
- Bonus	125.32	-
Provision for standard assets	0.16	-
Provision for expenses	31.82	-
Provision for capital expenses	64.72	-
Lease equalisation reserve	0.07	-
Total	222.11	-

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

9 PROPERTY, PLANT AND EQUIPMENT (AS AT 31 MARCH 2018)

	GROSS BLOCK			DEPRECIATION / AMORTISATION			NET BLOCK	
	As at 1 April 2017	Additions	Deletions/ Adjustments	As at 31 March 2018	As at 1 April 2017	For the year	Deductions/ Adjustments	As at 31 March 2018
Tangible assets								
Leasehold improvements	-	3.03	-	3.03	-	2.73	-	2.73
Furniture and fixtures	-	3.13	-	3.13	-	0.09	-	0.09
Office equipments	1.63	9.12	-	10.75	-	1.56	-	1.56
Computer equipments	-	34.89	-	34.89	-	6.43	-	6.43
Total (A)	1.63	50.17	-	51.80	-	10.81	-	10.81
Intangible assets								
Computer software	-	636.88	-	636.88	-	41.15	-	41.15
Total (B)	-	636.88	-	636.88	-	41.15	-	41.15
GRAND TOTAL (A+B)	1.63	687.05	-	688.68	-	51.96	-	51.96

PROPERTY, PLANT AND EQUIPMENT (AS AT 31 MARCH 2017)

	GROSS BLOCK			DEPRECIATION / AMORTISATION			NET BLOCK	
	As at 1 April 2016	Additions	Deletions/ Adjustments	As at 31 March 2017	As at 1 April 2016	For the year	Deductions/ Adjustments	As at 31 March 2017
Tangible assets								
Office equipments	-	1.63	-	1.63	-	-	-	-
Computer equipments	-	-	-	-	-	-	-	-
Total (A)	-	1.63	-	1.63	-	-	-	-
Intangible assets								
Computer software	-	-	-	-	-	-	-	-
Total (B)	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B)	-	1.63	-	1.63	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

10 NON-CURRENT INVESTMENTS

(Valued at cost unless stated otherwise)

PARTICULARS	Face value Per Unit (In ₹)	31 March 2018		31 March 2017	
		No of Units	Amount (₹ in lakhs)	No of Units	Amount (₹ in lakhs)
Non-trade Investments, Quoted					
12% Series 'A' Debentures of Muthoot Fincorp Limited	500,000.00	300.00	1,512.60	-	-
Less: Provision for diminution in value			-		-
TOTAL		-	1,512.60	-	-
Book value of quoted investments:			1,512.60		-
Market value of quoted investments			1,512.60		-
Aggregate provision for diminution in value of investments:			-		-

11 LONG TERM LOANS AND ADVANCES

	31 March 2018	31 March 2017
Unsecured and considered good		
To related parties	-	-
To others		
Loans and advances relating to financing activity	71.30	-
Advance tax (net of provision for tax - Nil (Previous year - Nil))	18.59	-
Total	89.89	-

12 OTHER NON-CURRENT ASSETS

	31 March 2018	31 March 2017
Other deposits	0.29	-
Fixed deposits with banks #	10.00	-
Total	10.29	-

Earmarked for gurantee provided for lease of tablets.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

13 CURRENT INVESTMENTS

(Valued at cost or fair value whichever is lower)

PARTICULARS	Face value Per Unit (In ₹)	31 March 2018		31 March 2017	
		No of Units	Amount (₹ in lakhs)	No of Units	Amount (₹ in lakhs)
Non-trade investment, Quoted					
Investment in debentures					
8.25% Non Convertible Debentures of IIFL Wealth Finance Limited	100,000	3,950	4,003.56	-	-
Total			4,003.56		
Non-trade investment, Unquoted					
Investment in debentures					
8.50% Non convertible debentures of Ecap Equities Limited	100,000	4,900	4,900.00	-	-
Total			4,900.00		
Investment in commercial papers					
Capital First Limited	100	2,500,000	2,424.16	-	-
Tata Motors Finance Limited	100	1,000,000	993.07	-	-
Kotak Mahindra Invetsment Limited	100	2,000,000	1,914.70	-	-
Total			5,331.93		
Investment in schemes of mutual funds					
Axis Treasury Advantage Fund-Direct Plan (G)	1,000	44,953.12	889.07	-	-
Birla Sun Life Savings Fund -Direct Plan (G)	100	221,230.87	760.41	-	-
Reliance Medium Term-Direct Plan (G)	10	5,486,289.99	2,016.48	-	-
Total			3,665.96		
Investment in corporate fixed deposits					
Bajaj Finance Limited	-	-	500.00	-	-
Dewan Housing Finance Corporation Limited	-	-	1,500.00	-	-
Shriram Transport Finance Company Limited	-	-	2,483.56	-	-
Total			4,483.56	-	-
Total			22,385.01		-
Aggregate amount of quoted investments			4,003.56		
Market value of quoted investments			4,164.07		
Aggregate value of unquoted investments			18,381.45		

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

14 CASH AND BANK BALANCES

	31 March 2018	31 March 2017
A) Cash and cash equivalents		
Cash and cheques in hand	0.23	-
Balance with banks		
- In current accounts	123.79	36.07
- In fixed deposits (with original maturity of less than 3 months)	-	1,904.55
B) Other bank balances		
- In fixed deposits (with remaining maturity of less than 12 months)	908.77	-
Total	1,032.79	1,940.62

15 SHORT TERM LOANS AND ADVANCES

	31 March 2018	31 March 2017
Unsecured and considered good		
To related parties	-	-
To others		
Loans and advances relating to financing activity	40.68	-
Security deposits	0.03	-
Prepaid expenses	50.76	-
Other advances	8.25	-
Total	99.72	-

16 OTHER CURRENT ASSETS

	31 March 2018	31 March 2017
Interest accrued but not due on loans and advances	1.46	-
Interest accrued but not due on investments	496.45	0.48
Input tax credit on Goods and Service Tax	93.42	-
Advance tax (net of provision for tax Nil, Previous year Nil)	-	1.00
Others	0.66	-
Total	591.99	1.48

17 REVENUE FROM OPERATIONS

	31 March 2018	31 March 2017
INTEREST INCOME		
Interest on investments	548.71	-
Loss on sale of investments	(38.45)	-
Interest on loans	2.87	-
	513.13	-
FEE INCOME		
Processing fees	2.37	-
Other fees	-	5.04
	2.37	5.04
Total	515.50	5.04

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

18 OTHER INCOME

	31 March 2018	31 March 2017
Net gain on sale of investments	457.09	-
Interest on fixed deposits	250.49	9.98
Other income	0.04	-
Total	707.62	9.98

19 EMPLOYEE BENEFITS EXPENSE

	31 March 2018	31 March 2017
Salaries and wages (Refer Note no. 28)	739.06	8.08
Contribution to provident fund and other funds	25.43	-
Provision for gratuity	7.74	-
Staff welfare expenses	14.28	-
Total	786.51	8.08

20 OTHER EXPENSES

	31 March 2018	31 March 2017
Legal and professional fees (Refer Note no. 28)	191.57	94.46
Technology and software expenses	120.37	0.12
Stamp duty (Refer Note no. 28)	102.49	2.06
Training and recruitment	64.22	-
Lease rent	58.33	9.12
Business development expenses	18.48	-
Office and administrative expenses	26.51	0.43
Travelling and conveyance	19.37	1.82
Director sitting fees (Refer Note no. 28)	20.13	-
Payments to auditors		
(a) statutory audit	6.54	1.73
(b) tax audit	1.09	-
(c) certification	4.78	-
(d) reimbursement of expenses	0.29	-
Communication expenses	4.53	-
Printing and stationery expenses	3.82	0.15
Annual listing fees	3.76	2.30
Commission and brokerage	4.20	-
Repairs and maintenance	1.83	-
Net loss on foreign exchange transactions and translation	0.26	-
Provision on standard assets written back	(0.19)	-
Advertisement and publicity (Refer Note no. 28)	(4.49)	6.28
Miscellaneous expenses	1.95	0.57
Loss on sale of shares	-	364.82
Total	649.84	483.84

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

21 EARNINGS PER SHARE

	31 March 2018	31 March 2017
Earning per share (EPS)		
Loss after tax	(265.19)	(476.90)
Weighted average number of equity shares	577.61	36.00
Face value of equity share	10	10
Loss per equity share - Basic	(0.46)	(13.25)
Diluted EPS		
Loss after tax considered for basic EPS calculation	(265.19)	(476.90)
Weighted average number of equity shares used in computing Basic EPS	577.61	36.00
Add: Potential weighted number of equity shares after warrants and preference shares into equity shares	74.92	35.67
Weighted average number of shares for the purpose of computing diluted EPS	652.53	71.67
Face value of equity share	10.00	10.00
Loss per equity share - Dilutive	(0.46)	(13.25)

22 POST-EMPLOYMENT BENEFIT PLANS

The disclosure required as per Accounting Standard-15 'Employee Benefits' is as follows:

DEFINED CONTRIBUTION PLAN

The Company recognised a charge of ₹ 25.43 Lakh (Previous year Nil) towards provident fund contribution in the Statement of Profit and Loss during the current year.

DEFINED BENEFITS PLAN - GRATUITY

Reconciliation of Benefit Obligations and plan assets

	31 March 2018	31 March 2017
A. Change in Defined Benefit Obligations		
Opening defined benefit obligation	-	-
Current service cost	8.40	-
Interest cost	0.43	-
Actuarial losses/(gain)	(1.09)	-
Closing defined benefit obligation	7.74	-
B. Amount recognised in the Statement of Profit & Loss		
Current service cost	8.40	-
Interest on defined benefit obligation	0.43	-
Net actuarial losses/(gains) recognised in year	(1.09)	-
Total expense/(income) recognised in the Statement of Profit and Loss	7.74	-
C. Reconciliation of Balance Sheet		
Present value of unfunded obligations at the beginning of the year	-	-
Total expense recognised in the Statement of Profit and Loss	7.74	-
Benefits paid	-	-
Present value of unfunded obligation as at the end of the year	7.74	-

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

The principal assumptions used in determining obligations for the Company's plans are shown below:

	31 March 2018	31 March 2017
Discount rate	7.75%	NA
Salary escalation rate (p.a)	7.00%	NA
Mortality rate	Indian Assured Lives Mortality (2006-08)	NA
Withdrawal rate	21-30 years - 15% 31-34 years - 10% 35-44 years- 5% 45-50 years- 3% 51-54 years - 2% 55-57 years- 1%	NA

There are no material experience adjustments during the year

Experience History	2017-18	2016-17	2015-16	2014-15	2013-14
Present value of Defined Benefit Obligation	-	-	-	-	-
Fair value of Plan Assets	-	-	-	-	-
Excess of (obligation over plan assets)	-	-	-	-	-
Experience Gain/ (Loss) Adjustment :	-	-	-	-	-
- On Plan Liabilities	-	-	-	-	-
- On Plan Assets	-	-	-	-	-
Actuarial Gain / (Loss) due to change in assumptions	-	-	-	-	-

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by actuary.

Since the Company has not funded its gratuity liability there are no returns on the planned assets and hence the details related to changes in fair value of assets have not been given.

23 RELATED PARTY DISCLOSURES

LIST OF RELATED PARTIES AND RELATIONSHIP

A. Key Management Personnel

Name	Designation
Makarand Patankar	Whole time Director (with effect from 5 December 2016)

B. Relatives of Key Management Personnel

Name	Relation
Gaurav Patankar	Son of whole time director

C. Enterprise having significant influence over the Entity

Information Interface India Pvt Ltd

Details of related party transactions during the year are given below:

Nature of Related Party Transaction	Enterprises having significant influence	Key Management Personnel	Relatives of Key Management Personnel	Total
Managerial remuneration	-	39.68	-	39.68
Reimbursement of expenses (net of reversals)	53.53	-	-	53.53
Consultancy fees	-	-	3.17	3.17
Equity shares issued	2,212.50	-	-	2,212.50

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

Details of related party outstanding balances as at 31 March 2018 are given below:

Nature of Related Party Transaction	Enterprises having significant influence	Total
Reimbursement of expenses (net of reversals)	3.11	3.11

Details of related party transactions during the year ended 31 March 2017 are given below:

Nature of Related Party Transaction	Enterprises having significant influence	Total
Managerial Remuneration	-	-
Reimbursement of expenses (net of reversals)	39.58	39.58
Consultancy fees	-	-
Equity shares issued	-	-

Details of related party outstanding balances as at 31 March 2017 are given below:

Nature of Related Party Transaction	Enterprises having significant influence	Total
Reimbursement of expenses (net of reversals)	39.58	39.58

24 SEGMENT REPORTING

The Company is primarily engaged in the business of financing and it operates in a single geographical segment within India, and hence there is no reportable segment required to be given as per Accounting Standard - 17 'Segmental Reporting'.

25 OPERATING LEASES

The Company's leasing arrangements are in respect of operating leases for tablets and leasehold premises which are renewable on mutual consent at agreed terms.

The aggregate lease rentals payable are charged to the Statement of Profit and Loss.

Particulars	31 March 2018	31 March 2017
Lease payments recognized in the Statement of Profit and Loss	58.44	-

The future minimum lease payments in respect of such non-cancellable operating lease as at 31 March 2018 are summarized below:

Particulars	31 March 2018	31 March 2017
Amount due within one year from the Balance Sheet date	4.18	-
Amount due in the period between one year and five years	4.07	-
Total	8.25	

26 EXPENDITURE AND EARNINGS IN FOREIGN CURRENCY ON ACCRUAL BASIS:

Particulars	31 March 2018	31 March 2017
Market survey fees	15.02	-

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

27 UNHEDGED FOREIGN CURRENCY EXPOSURE

The Company has not entered into any derivative transactions during the financial year. The following foreign currency exposures have not been hedged by derivative instrument or otherwise at the balance sheet date. The un-hedged foreign currency exposure as on 31 March 2018 is given below:

Payable-	Currency	31 March 2018		31 March 2017	
		Amount foreign currency	Amount in ₹	Amount foreign currency	Amount in ₹
Intuit Research Consultants Limited	USD	0.24	15.02	-	-

28 PRIOR PERIOD EXPENSES

	31 March 2018	31 March 2017
Salaries and wages	20.66	-
Stamp duty	38.50	-
Legal and professional fees	-6.97	-
Advertisement and publicity	-5.96	-
Director sitting fees	2.50	-
Total	48.73	-

29 DEFERRED TAX

The break up of deferred tax assets is as under :

	31 March 2018	31 March 2017
Deferred tax assets:		
a. Provision for standard assets	0.14	-
b. Disallowance of expenses	50.95	-
c. Unabsorbed business loss and depreciation	34.63	-
d. Lease rental payable	0.02	-
Sub total	85.74	-
Deferred tax liabilities:		
Depreciation on fixed assets	27.24	-
Sub total	27.24	-
Total	58.50	-

The Company has not recognised net deferred tax assets as at 31 March 2018 in the absence of virtual certainty that sufficient taxable income will be available in future years against which such deferred tax assets can be realised. Deferred tax assets on timing differences which are expected to reverse in one or more subsequent periods have been recognised to the extent there is a deferred tax liability as at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

- 30** Under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED'), the following disclosure is made based on the information and records available with the Company in respect of the Micro, Small and Medium Enterprises who have registered with the competent authorities

	31 March 2018	31 March 2017
Principal amount remaining unpaid to any supplier as at the year end	2.88	-
Interest due thereon	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-

31 CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

- (i) There are no contingent liabilities as at 31 March 2018 (Previous year: Nil).

(ii) Commitments :

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 11.40 lakh (March 31, 2017: Nil).

- Tangible assets: Nil (Previous year : Nil)
- Intangible assets: 11.40 lakhs (Previous year : Nil)

- 32** The Company has not accepted deposits within the meaning of 'Public Deposits' as defined in the prudential norms issued by the RBI.

- 33** In accordance with the RBI notification No. DNBS.PD.CC. No. 256 /03.10.042 / 2011-12 dated March 2, 2012, no fraud was detected and reported during the financial year ended 31 March 2018 (Previous year : Nil).

- 34** In accordance with the RBI notification No. DNBS.CC.PD.No.253/03.10.01/2011-12 dated December 26, 2011, the Company did not enter into any credit default swaps during the year ended 31 March 2018 (Previous year : Nil).

- 35** In accordance with the RBI notification No. DNBS.CC.PD.No.265/03.10.01/2011-12 dated March 21, 2012, the Company has not lent against gold jewellery during the year ended 31 March 2018 (Previous year : Nil).

36 ADDITIONAL NBFC DISCLOSURES

As per RBI Master Direction DNBR. PD. 007/03.10.119/2016-17 dated September 1, 2016, additional disclosures are required in the Annual Financial Statements as follows:

Sr. No	Particulars	31-Mar-18		31-Mar-17	
		Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
	Liabilities side :				
1	Loans and advances availed by the non-banking finance Company inclusive of interest accrued thereon but not paid:				

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

Sr. Particulars No	31-Mar-18		31-Mar-17	
	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
(a) Debentures : Secured				
: Unsecured	-	-	-	-
(other than falling within the meaning of public deposits*)				
(b) Deferred Credits	-	-	-	-
(c) Term Loans	-	-	-	-
(d) Inter-corporate loans and borrowings	-	-	-	-
(e) Commercial Paper	-	-	-	-
(f) Other Loans – Cash Credit	-	-	-	-
(g) Other Loans – Finance Lease Obligation	-	-	-	-

* Please see Note 1 below

Sr. Particulars No	31-Mar-18	31-Mar-17
	Amount outstanding	Amount outstanding
Assets side :		
2 Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured (Including those mentioned in (3) below)		
(b) Unsecured	171.03	-
3 Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors:	-	-
(a) Finance lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors:	-	-
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards AFC activities (Refer Note no. 4)	-	-
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
4 Break-up of Investments :		
Current Investments :		
1. Quoted :		
(i) shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	4,003.56	-
(iii) Units of mutual funds	3,665.96	-
(iv) Government Securities	-	-
(v) Others	-	-

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

Sr. Particulars No	31-Mar-18	31-Mar-17
	Amount outstanding	Amount outstanding
2. Unquoted :		
(i) shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	4,900.00	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others - Certificates of Deposits	-	-
(vi) Others - Commercial paper	5,331.92	-
(vii) Others - corporate fixed deposits	4,483.56	-
Long Term investments :		
1. Quoted :		
(i) Share : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others-Perpetual debt instruments	1,512.60	-
2. Unquoted :		
(i) shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-

5 Borrower group-wise classification of assets financed as in (2) and (3) above

Category	Amount net of provisions					
	31-Mar-18			31-Mar-17		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties **	-	-	-	-	-	-
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	-	-	-	-	-
2. Other than related parties	-	170.58	170.58	-	-	-
Total						

** As per accounting standard 18

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see note 3 below

Category	31-Mar-18		31-Mar-17	
	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2. Other than related parties	24,058.11	23,897.60	-	-
Total	24,058.11	23,897.60	-	-

** As per accounting standard 18

7 Other information

	31-Mar-18	31-Mar-17
(i) Gross Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
(ii) Net Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
(iii) Assets acquired in satisfaction of debt	-	-

Notes:

- As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the as per RBI Master Direction DNBR. PD. 007/03.10.119/2016-17 dated September 1, 2016
- All Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, are applicable including for valuation of investments and other assets and including assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments are disclosed irrespective of whether they are classified as long term or current in point (4) above.
- Excludes loan against financial assets.

- 37** 1. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(Currency: Indian Rupees in Lakhs)

- 2 During the year ended 31 March 2017, the Company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated 31 March 2017 on the details of Specified Bank Notes (SBN) held and transaction during the period from 8 November 2016 to 30 December 2016. The denomination wise SBNs and other notes as per the notification is given below:

PARTICULARS	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08 November 2016	-	-	-
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amounts deposited in Banks (deposited before 11 November 2016)	-	-	-
Closing cash in hand as on 30 December 2016	-	-	-

- 38 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Description	Reclassified in the current year Note	Previous year disclosure Note	Amount (₹ in Lakh)	Reason
Fixed deposits with bank	Current assets -Cash and bank balances	Current assets-Current investments	1904.55	Fixed deposits with less than 3 months of maturity has been presented as Cash and bank balances
Sale of shares	Other expenses - Loss on sale of shares	Revenue of operations-Sale of shares	284.19	Trading in shares is not the primary activity of the Company. Net loss on purchase and sale of shares has been reclassified as loss on sale of shares in other expenses
Interest on fixed deposits	Revenue -Other income	Revenue of operations-Interest income	9.98	Investment in fixed deposits is not an operating activity of the Company. Hence interest earned from fixed deposits have been reclassified in other income.
Purchase of shares	Other expenses -Loss on sale of shares	Expenses - Change in inventories	649	Trading in shares is not the primary activity of the Company. Net loss on purchase and sale of shares has been reclassified as loss on sale of shares in other expenses

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No:046882

Mumbai
28 May 2018

For and on behalf of the Board of Directors
Niyogin Fintech Limited (Formerly known as M3 Global Finance Limited)
CIN No: L65910-MH1988-PLC23-9746

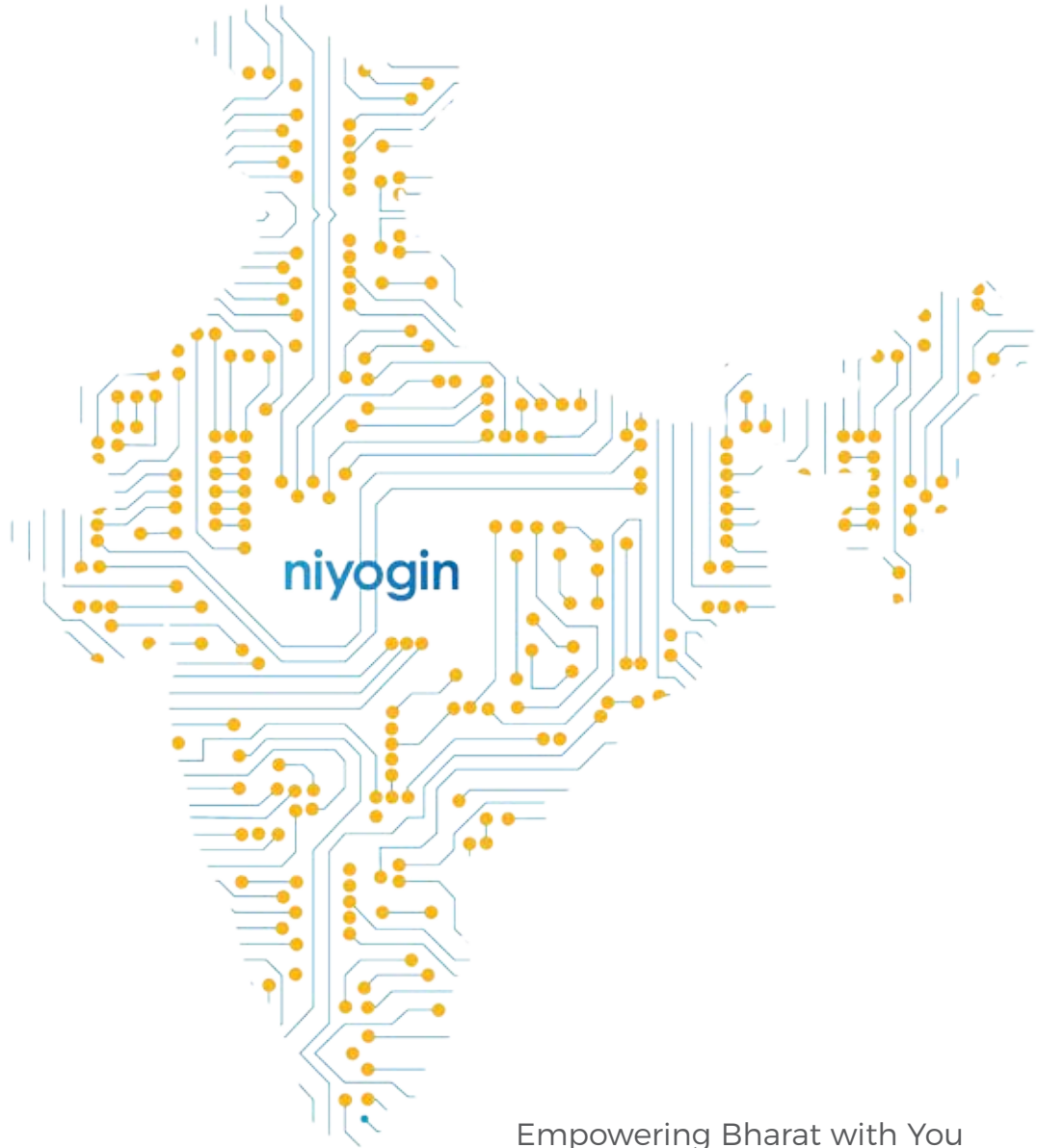
Makarand Patankar
Whole Time Director
DIN : 01584128

Sandeep Kumar
Chief Financial Officer

Mumbai
28 May 2018

Sutapa Banerjee
Independent Director
DIN : 02844650

Mandar Godbole
Company Secretary



Empowering Bharat with You

niyogin

NIYOGIN FINTECH LIMITED
(Earlier known as M3 GLOBAL FINANCE LIMITED)

311/312, 3rd Floor, Neelkanth Corporate IT Park,
Plot No. 240/240-1-8, Kiroli Road, Vidyavihar (West),
Mumbai - 400 086.

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting ('AGM') of the Members of **Niyogin Fintech Limited** will be held on Tuesday, 25th September, 2018 at 11.00 a.m. at the registered office (w.e.f. 1st September 2018) of the Company at **Neelkanth Corporate IT Park, 311/312, 3rd Floor, Kirol Road, Vidyavihar (west), Mumbai - 400086**, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018 along with the reports of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in place of Mr. Amit Rajpal (DIN 07557866) Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

By the Order of the Board of Directors
For **Niyogin Fintech Limited**

Sd/-
Mandar Godbole
Company Secretary & Compliance Officer
(ACS 30240)

Registered & Corporate Office:

307, 3rd Floor, Marathon Icon,
Off Ganpatrao Kadam Marg,
Lower Parel West
Mumbai 400013

New Registered Office (w.e.f. 1st September, 2018)

Neelkanth Corporate IT Park,
311/312, 3rd Floor,
Kirol Road, Vidyavihar (west),
Mumbai - 400086.
Website: www.niyogin.in
E-mail: niyogin.compliance@niyogin.in

Place: Mumbai

Date: 13th August, 2018

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company. The form of proxy to be valid should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the Meeting.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding

50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
3. Corporate Members intending to send their authorised representative(s) to attend the AGM are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the AGM pursuant to the provisions of Section 113 of the Companies Act, 2013.
4. All relevant documents referred to in the AGM Notice will be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days (i.e., except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Annual General Meeting and during the continuance of the Annual General Meeting.
5. Information pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (LODR) Regulations, 2015) and the details as required under SS-2 (Secretarial Standard-2 on General Meetings) of persons seeking appointment/re-appointment as Directors are furnished and forms part of Notice.
6. Members / Proxies / Authorised Representative(s) of the Corporate Members are requested to bring the Certified Copy of Board Resolution / Attendance Slip duly filled in.
7. AGM Notice along with the Attendance Slip and Proxy Form is being sent by hard copy to all the Members at their addresses registered with the Company / Depository Participant(s).
8. Route map for easy location of venue of the AGM is provided in the notice and the same shall also be available on the Company's website www.niyogin.in
9. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The members may cast their votes using an electronic voting system from a place other than

the venue of the Meeting ("remote e-voting"). The Company has made necessary arrangements with LinkIn Time India Private Limited (hereinafter referred to as 'LIPL') to facilitate the members to cast their votes from a place other than venue of the AGM. Instruction and other information relating to remote e-voting are given in this Notice under Note No. 13. The facility for voting through polling paper would also be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting by poll.

10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime India Private Limited (RTA) for assistance in this regard.

11. The Members who are holding shares in physical form and have not registered their e-mail addresses are requested to register the same on the e-mail address - niyogin.compliance@niyogin.in for receiving all communications including Annual Report, Notices, Circulars etc. electronically, in order to support the 'Green Initiative'.

12. AGM Notice and Annual Report for the financial year 2017-18 will also be available on the website of the Company www.niyogin.in and website of LIPL - <https://instavote.linkintime.co.in>

13. Information and other instruction relating to remote e-voting are as under:

In compliance with Regulation 44(1) of SEBI (LODR) Regulations, 2015, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and amendments made thereto and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI), Company is pleased to offer remote e-voting facility as an option to all the Members of the Company to enable them to cast their votes electronically on all resolutions set forth in this Notice.

(A) The facility for voting through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be entitled to exercise their right to vote at the meeting.

(B) The members, who have already exercised their votes through remote e-voting, may attend the Meeting but are prohibited to vote at the Meeting and their votes, if any, cast at the Meeting shall be treated as invalid.

(C) Voting rights of the members shall be reckoned on the paid-up value of shares registered in the register of members/ beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Wednesday 19th September, 2018.

(D) Person who is not a member as on the cut-off date should treat this notice for information purposes only.

(E) Members having any grievances connected with the remote e-voting can contact Link Intime India Private Limited, Registrar & Share Transfer Agent, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (west), Mumbai - 400 083. Telephone No. 022 - 022 49186000; Email: <https://instavote.linkintime.co.in>

(F) Mr. Mitesh Shah (ACS 30250), M/s Mitesh J. Shah and Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and ballot voting at the venue of AGM in a fair and transparent manner.

(G) The Scrutinizer shall, within a period not exceeding 2 (two) days from the conclusion of the remote e-voting period, unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(H) The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favour of the resolution through a compilation of remote e-voting results and voting held at the AGM.

The results shall be declared by Chairman or a person authorized by him in writing within 48 hours of conclusion of AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz. www.niyogin.in, on the agency's website i.e. LinkIn Time India Private Limited (LIPL) viz. <https://instavote.linkintime.co.in> and communicated to BSE Limited, where shares of the Company are listed.

- (i) The voting period begins on Saturday, 22th September, 2018 at 9:00 a.m. and ends on Monday, 24th September 2018 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. , 19th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

- (ii) Instructions for shareholders to vote electronically:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your

User ID is 8 Character DP ID followed by 8 Digit Client ID

- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID

- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form		
PAN		Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI		Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Details	Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the

shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that

the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote. The event no. of the Company is 180137.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
13. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday, 19th September, 2018 may obtain login details by sending a request to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

By the Order of the Board of Directors
For **Niyogin Fintech Limited**

Sd/-
Mandar Godbole
Company Secretary & Compliance Officer
(ACS 30240)

Registered & Corporate Office:

307, 3rd Floor, Marathon Icon,
Off Ganpatrao Kadam Marg,
Lower Parel West
Mumbai 400013

New Registered Office (w.e.f. 1st September, 2018)

Neelkanth Corporate IT Park,
311/312, 3rd Floor,
Kiroli Road, Vidyavihar (west),
Mumbai - 400086.

CIN: L65910MH1988PLC239746
Website: www.niyogin.in
e-mail: niyogin.compliance@niyogin.in

Place: Mumbai
Date: 13th August, 2018

NIYOGIN FINTECH LIMITED

ANNEXURE TO NOTICE

Additional information of director for appointment / re-appointment as required under Secretarial Standards and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Amit Vijay Rajpal
Date of Birth	4 th March, 1973
Age	45 years
Qualifications	Masters Degree in Business Management from the IIM, Calcutta
Experience	He has over 15 years of experience in the financial services industry. He also served as a Managing Director of Morgan Stanley for a period of 11 years.
Nature of expertise in specific functional areas	Financial Services
Terms and Conditions of Re-appointment	Mr. Amit Rajpal will be re-appointed on the same terms and conditions as they were approved by the Members via Postal Ballot on 20 th January, 2017.
Details of Remuneration sought to be paid	NIL
Details of Remuneration last paid	NIL
Date of first appointment in the Board	5 th December, 2016.
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of meetings attended in the last year	8 (all meetings in the year)
Number of Memberships in Committees	NIL
Directorships held in other companies in India	NIL

ROAD MAP

LAND MARK: Neelkanth Corporate IT Park

