

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting ('AGM') of the Members of **Niyogin Fintech Limited** (Erstwhile M3 Global Finance Limited) will be held on Thursday, 28th September, 2017 at 11:00 a.m. at Aqaba Banquet, Level P5, Club House, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai-400013, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 along with the reports of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in place of Mr. Makarand Ram Patankar (DIN 01584128), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Circulars, Guidelines, Regulations, Rules, Directions, Notifications issued by the Reserve Bank of India (“RBI”) and/or other regulatory/statutory authorities, from time to time, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Fourth Annual General Meeting of the Company, subject to ratification of such appointment by the Members at every Annual General Meeting, at a remuneration to be determined by the Board of Directors or any Committee thereof in addition to reimbursement of any out of pocket expenses that may be incurred by the auditors during the course of the Audit.”

By the Order of the Board of Directors
For **Niyogin Fintech Limited**
(Erstwhile M3 Global Finance Limited)

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

Registered & Corporate Office:

307, 3rd Floor, Marathon Icon,
Off. Ganpatrao Kadam Marg,
Lower Parel (West), Mumbai – 400013
CIN: L65910MH1988PLC239746
Website: www.niyogin.in
E-mail: niyogin.compliance@niyogin.in

Place : Mumbai
Date : 29th August, 2017

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 Central Depository Services (India) Limited (hereinafter referred to as 'CDSL') 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 2016-17 will also be available on the website of the Company www.niyogin.in and website of CDSL – www.cdslindia.com
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. Thursday, 21st September, 2017.
- (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: evoting@linkintime.co.in

- (F) Ms. Kumudini Paranjape, Partner of M/s. Makarand M. Joshi & Co, 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. CDSL viz. www.cdslindia.com and communicated to BSE Limited, where shares of the Company are listed.

(I) The instructions for shareholders voting electronically are as under: -

- (i) The voting period begins on Sunday, 24th September, 2017 at 9:00 a.m. and ends on Wednesday, 27th September 2017 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. Thursday, 21st September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and 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 the Company/Depository Participant are requested to use the sequence number which is printed on name and address sticker.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
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. 21st September, 2017 may obtain login details by sending a request to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.
14. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By the Order of the Board of Directors
For Niyogin Fintech Limited
(Erstwhile M3 Global Finance Limited)

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

Registered & Corporate Office:

307, 3rd Floor, Marathon Icon,
Off Ganpatrao Kadam Marg,
Lower Parel (West), Mumbai – 400013
CIN: L65910MH1988PLC239746
Website: www.niyogin.in
e-mail: niyogin.compliance@niyogin.in

Place : Mumbai
Date : 29th August, 2017

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. Makarand Ram Patankar
Date of Birth	12 th February, 1952
Age	65 years
Qualifications	B.SC, MBA (Marketing & Finance)
Experience	He has over 40 years of experience in financial services, logistics and pharmaceuticals industries. He was a Founder Member of M/s. Information Interface India Private Limited.
Nature of expertise in specific functional areas	Financial Services, Logistics and Pharmaceuticals Industries
Terms and Conditions of Re-appointment	Mr. Makarand Patankar 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	Rupees two lakh and fifty thousand per month.
Details of Remuneration last paid	Rupees two lakh and fifty thousand per month.
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	3 Board Meetings (all since the date of appointment).
Number of Memberships in Committees	NIL
Directorships held in other companies in India	<ul style="list-style-type: none"> • Pioneer (Express Services) Private Limited • Information Interface India Private Limited • Fullstop Solutions Private Limited

ROAD MAP

LAND MARK: Peninsula Corporate Park

