



NOTICE is hereby given that the Thirty First Annual General Meeting ('AGM') of the Members of Niyogin Fintech Limited will be held on Tuesday, 17<sup>th</sup> September, 2019 at 1.00 p.m. at Trident Chennai, 1/24 GST Road, Chennai- 600027, 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<sup>st</sup>, 2019 along with the reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Makarand Patankar (DIN: 01584128), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. To appoint Mr. Eric Wetlaufer (DIN: 08347413) as an Independent Director of the Company for a term not exceeding 5 years and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Eric Wetlaufer (DIN: 08347413), who was appointed as an Additional Independent Director of the Company with effect from 12<sup>th</sup> February, 2019 under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term up to five consecutive years commencing from the date of this Annual General Meeting upto the 36<sup>th</sup> Annual General Meeting."

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

Sd/-

**Mandar Godbole**

Company Secretary & Compliance Officer  
(ACS 30240)

### Registered Office (w.e.f. 8<sup>th</sup> July 2019)

F-22, Palm Spring Apartment,  
2<sup>nd</sup> Main Road, Anna Nagar East,  
Chennai 600102  
Website: [www.niyogin.in](http://www.niyogin.in)  
E-mail: [niyogin.compliance@niyogin.in](mailto:niyogin.compliance@niyogin.in)

Place: Mumbai

Date: 9<sup>th</sup> August, 2019

### 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](http://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](mailto: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 2018-19 will also be available on the website of the Company [www.niyogin.in](http://www.niyogin.in) and website of LI IPL - <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 11<sup>th</sup> September 2019.
- (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 (FCS No.: 10070, C. P. No.: 12891), 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](http://www.niyogin.in), on the agency's website i.e. Link In Time India Private Limited (LI IPL) 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, 14<sup>th</sup> September 2019 at 9:00 a.m. and ends on Monday, 16<sup>th</sup> September 2019 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., Wednesday, 11<sup>th</sup> September 2019 may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

**Instructions for shareholders to vote electronically:**

Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

- i. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- ii. Click on "Login" tab, available under 'Shareholders' section.
- iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- iv. Your User ID details are given below:
  - Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- v. Your Password details are given below:

If you are using e-Voting system of LI IPL: <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"> <li>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.</li> </ul>
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.
Bank Account Number	Enter the Bank Account number (Last Four Digits) 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"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

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

- vi. 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 190202.
- vii. 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'.
- viii. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- ix. 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.
- x. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xi. 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](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

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14. 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, 11<sup>th</sup> September 2019 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 Office (w.e.f. 8<sup>th</sup> July 2019)**

F-22, Palm Spring Apartment,  
2<sup>nd</sup> Main Road, Anna Nagar East,  
Chennai 600102  
Website: [www.niyogin.in](http://www.niyogin.in)  
E-mail: [niyogin.compliance@niyogin.in](mailto:niyogin.compliance@niyogin.in)

Place: Mumbai

Date: 9<sup>th</sup> August, 2019

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

Mr. Eric Wetlaufer (DIN: 08347413) was appointed as an additional Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 & Listing Regulations w.e.f. 12th February, 2019 up to the conclusion of this Annual General Meeting.

The Nomination and Remuneration Committee of the Board of Directors ("NRC Committee"), on the basis of the Company's Policies relating to appointment of the members of the Board & Senior Management Personnel, had recommended the appointment of Mr. Wetlaufer & the Board approved the same for a period of 5 years subject to the approval of the shareholders. Thus the Company has proposed the appointment of Mr. Wetlaufer as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company up to the conclusion of the 36<sup>th</sup> AGM. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act & Listing Regulations. Mr. Wetlaufer has submitted the written declaration to the Company confirming to the criteria of independence.

Details of Mr. Wetlaufer as Independent Directors is proposed at Item No 3 is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. Wetlaufer setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. Only Mr. Wetlaufer is interested in the resolution to the extent of his shareholding interest, if any, in the Company.

### 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	Mr. Eric Wetlaufer
Date of Birth	12 <sup>th</sup> February, 1952	13 <sup>th</sup> April 1962
Age	67 years	57 years
Qualifications	BSE, MBA (Marketing & Finance)	Chartered Financial Analyst, CFA Institute Member No – 127284
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.	Eric earned a B.A. from Wesleyan University, Middletown, Connecticut, is a Chartered Financial Analyst and a certified member of the Canadian Institute of Corporate Directors. He provides counsel as a director, advisor and investor to a range of large public to smaller private companies, with a particular focus on technology and financial sectors.
Nature of expertise in specific functional areas	Financial Services, Logistics and Pharmaceuticals Industries	Financial Services, Investment Strategies.
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 at their Annual General Meeting held on 28 <sup>th</sup> September 2017	Mr. Eric Wetlaufer will be appointed for a term of 5 years from the conclusion of the 31 <sup>st</sup> AGM up to 36 <sup>th</sup> AGM.
Details of Remuneration sought to be paid	Rupees two lakh and fifty thousand per month.	Sitting Fees only.
Details of Remuneration last paid	Rupees two lakh and fifty thousand per month.	NIL
Date of first appointment in the Board	5 <sup>th</sup> December, 2016.	11 <sup>th</sup> February 2019
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
Number of meetings attended in the last year	4 Board Meetings	1 Board meeting
Number of Memberships in Committees	2	NIL
Directorships held in other companies in India	<ul style="list-style-type: none"> <li>• Pioneer (Express Services) Private Limited</li> <li>• Information Interface India Private Limited</li> <li>• Fullstop Solutions Private Limited</li> </ul>	NIL



### Niyogin Fintech Limited

Registered Off (w.e.f. 8<sup>th</sup> July 2019): F-22, Palm Spring Apartment, 2<sup>nd</sup> Main Road, Anna Nagar East, Chennai 600102

Email : [niyogin.compliance@niyogin.in](mailto:niyogin.compliance@niyogin.in)

Website : [www.niyogin.in](http://www.niyogin.in)

CIN Number: L65910MH1988PLC239746

### ATTENDANCE SLIP

31<sup>st</sup> Annual General Meeting

Name of the Shareholder	
Registered Address	
No. of Shares Held	
Registered Folio No./ DP ID-Client ID	

I/we certify that I/ We am/are the registered Member(s)/Proxy for the registered Member(s) of the Company.

I/We hereby record my/our presence at the 31<sup>st</sup> Annual General Meeting of the Company held at Trident Chennai, 1/24 GST Road, Chennai- 600027 on Tuesday, 17<sup>th</sup> September, 2019 at 1:00 p.m.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

.....  
(Member's/ Proxy's Name (In Block Letters))

.....  
(Members/ Proxy's Signature)

**Note:**

1. Only Members / Proxy holder can attend the Meeting
2. Members/proxies are requested to bring the duly completed Attendance Slip with them, and hand it over at the entrance, affixing their signature on the slip.

## Niyogin Fintech Limited

Registered Off (w.e.f. 8<sup>th</sup> July 2019): F-22, Palm Spring Apartment, 2<sup>nd</sup> Main Road, Anna Nagar East, Chennai 600102

### Corporate Office:

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

Email : niyogin.compliance@niyogin.in

Website : www.niyogin.in

CIN Number: L65910MH1988PLC239746

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :	
Registered Address :	
E-mail Id :	
Folio No./ Client ID No. :	
DP ID :	

I/ We, being the member(s) of .....shares of the above-named Company, hereby appoint:

1.	Name: .....	Address:.....	
	E-mail Id:.....	Signature:.....	or failing him:
2.	Name: .....	Address:.....	
	E-mail Id:.....	Signature:.....	or failing him:

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on Tuesday, 17<sup>th</sup> September, 2019, at 1:00 p.m., at Trident Chennai, 1/24 GST Road, Chennai- 600027 and at any adjournment thereof in respect of the following resolution as are indicated below:

#### Resolution No.

##### Ordinary Business

- To consider and adopt the audited financial statements of the Company for the financial year ended March 31<sup>st</sup>, 2019 along with the reports of the Board of Directors and the Auditors thereon; and
- To appoint a Director in place of Mr. Makarand Patankar (DIN: 01584128), who retires by rotation and being eligible, offers himself for re-appointment.

##### Special Business

- To appoint Mr. Eric Wetlaufer (DIN: 08347413) as an Independent Director of the Company for a term not exceeding 5 years and pass the following resolution as an Ordinary Resolution

Signed this ..... day of ..... 2019

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

#### NOTE:

- This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at F-22, 3<sup>rd</sup> Floor Palm Spring Apartment, 2<sup>nd</sup> Main Road, Anna Nagar (East), Chennai - 600102, not less than FORTY-EIGHT HOURS (48) before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.



**ROAD MAP**  
**LAND MARK: NEAR CHENNAI AIRPORT**

