

11th February 2019

To
The General Manager,
(Listing & Corporate Relations)
BSE Limited
25th Floor, Phiroze Jeejeeboy Towers,
Dalal Street, Mumbai – 400001
Script Code: 538772

Ref.: Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015.

Dear Sir/Madam,

The Board of Directors, at its meeting held today i.e. February 11, 2019 at the Registered Office of the Company at Neelkanth Corporate IT Park, 311/312, 3rd Floor, Kiroli Road, Vidyavihar (w), Mumbai - 400086, considered the following:

1. Approved the Unaudited Financial Results of the Company for the nine months/ quarter ended 31st December 2018 along with the Auditor's Limited Review Report thereon. The Financial Results for the quarter along with the Auditor's Limited Review Report are attached herewith.
2. Approved change in the Registered Office of the Company from the State of Maharashtra to the State of Tamil Nadu, subject to shareholders' & regulatory approvals.
3. Approved amendment to the Registered Office Clause in the Memorandum of Association of the Company, subject to shareholders' approval, pursuant to change in the Registered Office from the State of Maharashtra to the State of Tamil Nadu;
4. The Company, vide its intimation dated 5th September 2018, had informed the Stock Exchange about the proposed acquisition of 50.01% of equity shares in InvestDirect Capital Services Private Limited ("Investee Company") subject to due diligence and board and regulatory approvals. Further to the said intimation, we would like to inform you that the Board, at its meeting held today, has taken on record the due diligence report and the valuation report and thereafter approved execution of the definitive agreements with Investee Company and its shareholders. The said acquisition which is on a non-cash basis, is subject to regulatory approvals. Pursuant to SEBI circular no. CIR/CFD/CMD/4/2015 dated 9th September 2015 the relevant disclosures on the said acquisition are mentioned below:

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	InvestDirect Capital Services Private Limited and its shareholders.
2.	Purpose of entering into the agreement	Acquisition of 50.01% stake in InvestDirect Capital Services Private Limited
3.	Shareholding, if any, in the entity with whom the agreement is executed	NIL
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of	The significant terms of the agreements entered into by the Company are as follows:

	issuance of shares, right to restrict any change in capital structure etc.	<ul style="list-style-type: none"> The Company has the right to appoint majority directors on the board of the Investee Company. The Company has affirmative rights at both board and shareholder level of the Investee Company. The Company has agreed to infuse a total amount of INR 6 Crores in the Investee Company in the next 2 years. The Company has procured indemnification rights from the promoters of the Investee Company in connection with the transaction.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length";	No
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Upto 1,143,277 equity shares of face value of Rs. 10/- each at an issue price of Rs. 75/- per share aggregating to Rs. 85,745,775/- to the shareholders of InvestDirect Capital Services Private Limited.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable

5. Issuance of equity shares for an amount not exceeding Rs. 8.6 Crores to the shareholders of InvestDirect Capital Services Private Limited on preferential basis, subject to shareholders' approval. In terms with circular no. CIR/CFD/CMD/4/2015 dated 9th September 2015 issued by SEBI on continuous disclosure requirements, the relevant disclosures on the said acquisition are mentioned below:

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued	Equity
2.	Type of issuance	Preferential allotment
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 1,143,277 equity shares of face value of Rs. 10/- each at an issue price of Rs. 75/- per share aggregating to Rs. 85,745,775/-.
4.	Names of the investors	<ol style="list-style-type: none"> Anil Bang – upto 350,935 equity shares. Mangu Singh Gang – upto 293,392 equity shares. Puneet Mehta – upto 304,304 equity shares. Mohit Gang – upto 100,021 equity shares. Vipul Jain – upto 27,262 equity shares.

		6. Nidhi Jain - upto 27, 262 equity shares. 7. Vidhi Mehta - upto 20,046 equity shares. 8. Abhilasha Sancheti - upto 9,671 equity shares. 9. Samir Shah - upto 9,671 equity shares. 10. Arushi Jain - upto 713 equity shares.
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6. Postal Ballot Notice for obtaining shareholders' approval for:

- (a) Change in Registered Office from the State of Maharashtra to the State of Tamil Nadu
- (b) Amendment to the Memorandum & Articles of Association of the Company
- (c) Issue of shares on preferential basis to the shareholders of InvestDirect Capital Services Private Limited.

The cut-off date for determining the names of the members who are entitled to receive the Postal Ballot Notice is Friday, 16th February 2019.

7. Appointment of Mr. Eric Wetlaufer (DIN: 0008347413) as an additional director designated as Independent Director of the Company for a tenure of 5 years basis recommendation of the Nomination & Remuneration Committee. Brief details of appointment are mentioned below:

Reason for Change	Appointment
Date of Appointment & Terms of Appointment	Appointed with effect from 12 th February, 2019.
Brief Profile	<ul style="list-style-type: none"> ➤ 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. ➤ As a seasoned institutional investor, Eric most recently was responsible for leading the CPP Investment Board's Public Market Investments department, a multi-strategy platform of 220 portfolio managers analysts and traders investing globally over C\$180 billion in publicly-traded assets and related derivatives for Canadian beneficiaries. Prior to joining CPPIB in 2011, he was Group Chief Investment Officer, International at Fidelity in Boston, Massachusetts. Prior, held the roles of Chief Investment Officer at Putnam Investments and Managing Director at Cadence Capital Management in Boston. ➤ He currently serves on the Board of Directors of the TMX Group and of Souleppper Theatre Company and is an advisor to GrainDiscovery, CryptoNumerics and the Aion Foundation and is a past president of the CFA Society Boston.
Disclosure of Relationships	NA

8. Appointment of Mr. Sandeep Akolkar (PAN: AABPA5098B) as the Chief Financial Officer of the Company basis recommendation of the Nomination & Remuneration Committee and the Audit Committee with effect from 14th February 2019

The meeting concluded at commenced at 11:00 am and concluded at 2:25 pm.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Niyogin Fintech Limited

Mr. Mandar Godbole
Company Secretary & Compliance Officer
ACS 30240

Encl: as above

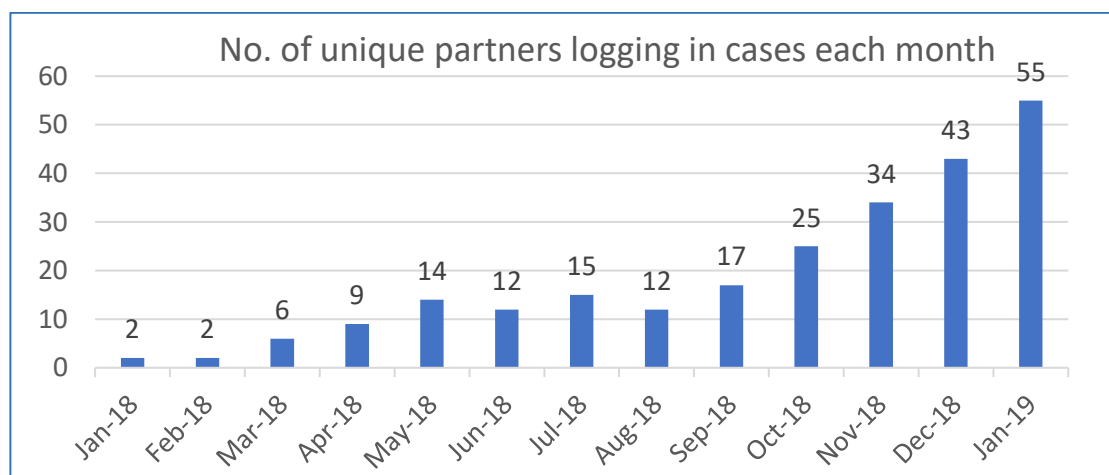
Chairman's Update to Investors: Q3-2019

Q3 2019 has been an exciting quarter for us as our distribution build continued apace, our activation rates increased while we navigated through turbulent credit markets, and new products/solutions came on stream in line with our vision of delivering location or industry focused solutions.

Partners

Distribution is vital to any business as it offers access to customer base - we are working on building the financial professional channel with approximately 600 partners (against our original target of 500) likely to be on-boarded this year. We are also working on activating these partners by training them, building a relationship with them and highlighting the strengths of our digitally enabled business model which could create cross-sell opportunities in their core domains. This is hard work and it takes time but we are experiencing significant buy in from our distribution partners as they understand us better and the differentiation we offer versus conventional financial institutions.

This channel has significant network economics embedded in it as we are growing this through referrals and hence success begets success. As we broaden our distribution significantly beyond the 4 states where we currently have critical mass, our stated objective is to grow this distribution by several multipliers of the current 500 + partners over the next 2 years. We continue to use the wholesale channels (DSAs) on a very selective basis where we see alignment with our own goals of small ticket lending in smaller urban centres. We are very selective in this area given the natural tendency of DSAs to push for multiple credits. As mentioned earlier, we now have a critical mass of anchor partner relationships enabling us to penetrate deeper (increase coverage) into each location and increase activation (partners who have given us more than 1 login). We are pleased to state that our activation rate is 29% which is resulting in an increased number of customer referral logins from our partners. Our objective is to have a partner base exceeding 600+ while increasing our activation rate further



Customers

In our last update we had mentioned that we may take a watchful stance in extending credit given the ongoing challenges in the NBFC sector in India. The liquidity squeeze has had a significant impact across the board with even the informal lenders, who are the last line of credit for many of our customers, stopping the extension of credit. We debated on accelerating the deployment of capital as a number of our competitors struggled to gain access to liquidity thereby providing an opportunity to take market share. However, we were cognizant that the lack of liquidity would adversely impact credit quality in our target segment first, especially where borrowers have multiple credit relationships, and therefore we decided to err on the side of caution wrt customer acquisition. We now have over 300+ customers on board, with 100 acquired in Q3, with a revised target of 400+ customers for FY19.

We have adopted this strategy to help us cherry pick the right customer base with the right discipline in a backdrop where the industry is likely to face pressures, we view this as a significant opportunity to upgrade our client base in our focus segments which to remind our investors is small/micro businesses with turnover upto INR 250M per annum operating in smaller urban centres of the country.

Disbursals/Approvals

Given the backdrop above, we enhanced our credit parameters which reduced our approval rates from 40pct+ to approx. 22pct during Q3 and also limited ticket sizes. This resulted in reducing average tickets for loans made this quarter to approximately INR 1.3M against the previous quarter average of approximately INR 2M, thereby reducing origination volumes by 66% quarter-on-quarter (approx. 45% on approval ratios and approx. 35% on ticket size) versus previous run rates. Consequently, we have reduced our approvals target to INR 600M even though the loan pipelines are steadily increasing – we had approximately 2x increase in logins in the last 3 months vs the previous 3 months. We continue to be cautious but increasing pipeline momentum has facilitated INR 58M of approvals in the first month of Q4 vs Q3 total approvals of INR 113M.

While reducing ticket sizes, we have continued to proactively price for risk with our Q3 disbursal yield increasing by approximately 49bps to 20.72% against our H1 average portfolio yield. In parallel we have reduced our average tenor to 19 months from 22 months previously. While enhancing our credit filters, we also deemed it prudent to intensify our collection efforts with a greater on ground presence to ensure we retain primacy of repayment from our customers versus any other credit provider. This has enabled us to maintain portfolio quality with only 1 customer in the 90 DPD+ bucket resulting in a gross NPA ratio of 0.52% and net NPA ratio of 0.26%. We are pleased to share that in a period of a single quarter, we have enhanced portfolio quality – increased yield with reduced tenor and tickets size with lower provisioning.

Digital Channel and Partnerships

We have started to build our direct digital lending and partnership-based business lines - this is an exciting area but we are treading carefully as we aim to understand the economics of the business better and build a funnel that is consistent with our business ambition.

These channels will serve a younger customer base versus our conventional financial professional channel which is focused on more established but underserved businesses. The direct channel has seen robust incoming traffic, with over 20,000 inquiries generated over the last quarter. While we continue to be conservative in our approach on approval rates, this channel has also given us some interesting insights into the prospective customers applying with us thereby helping us refine both our targeting and product strategy to serve this market segment.

We are also focused on working with partners who have datasets on potential customer groups which can be leveraged in the under-writing process - we are excited about a few engagements in this domain where there is alignment. The retail “kirana” segment is a very attractive customer segment given its sheer size (approx. 50m+ potential clients) but is unorganized and highly underserved from a credit standpoint given the high-intensity physical coverage that is required to evaluate these businesses. We are running a pilot in a few cities with an established payments provider which services the retail “kirana” segment. This partnership allows us marry our digital platform capabilities and analytics capabilities with that of our partner’s ability to capture data, create datasets for underwriting and collect funds on a daily basis, to establish a model that we can expand across multiple geographies.

The other aspect of our partnership strategy is that it accelerates our product development and capabilities. In this quarter, we have now introduced weekly and daily repayment capability, flexibility around daily repayment structures with grace periods as well as the ability to extend credit on a flat rate for smaller ticket loans. In addition, we are exploring a couple of partnerships around supply chain credit extension which we hope to execute during Q4. The product development through partnerships is enhancing our customization capabilities which is a key factor for sustainable differentiation in the medium to long term.

Solutions beyond Credit

We are gaining in confidence as we continue to build our business for long term success. We believe that there is a significant run way for a customer centric business model which goes beyond offering credit access to focusing on other digitised solutions in other verticals, to this end we have announced the intent to take a majority stake in Money Front, a digital wealth platform.

While we explore solutions externally, we have developed processes for internal efficiency which we believe can be extended to our partners and customers. The transition of consuming services internally to extending services externally being planned for calibrated execution into FY 2019-20.

Technology, Data and Platformification

We have achieved stability in our platform build, which is India’s first end-to-end digital business loans platform and now have a seamless view of the data flow across the origination and servicing journey of a customer’s loan life cycle. Our attention going forward will be on enhancing our customer and partner experience and during this quarter we aim to roll out a truly unique unified login module wherein our partners, customers and employees will have the ability to digitally complete customer journey on the platform in a collaborative fashion.

Our data architecture and infrastructure for operational data store which is the base for reporting and analytics has been built using state of the art tech stack- cloudera/ Hadoop

components – gives us significant flexibility on analysing structured and unstructured data. We are improving on our analytical/data driven approach as we broaden our internal data sets which when combined with the analytics infrastructure and stability of the digital platform, should help us differentiate and embed our competitive advantage in the coming months. Our increasing capability to analyse external data sets and combine with our internal partner/customer data is allowing us to sharpen our strategies around geographies, industries, segments, customer and partner profiles and scorecarding - thereby increasing efficient decisioning and accelerating execution.

Financial Highlights

As mentioned earlier, we have reset our full year disbursal targets significantly to ensure we maintain/enhance portfolio quality. Despite the change, we expect to meet our P&L targets for the full year given our continued focus on cost management while we build the business and the platform.

INR M	Q3 FY2019 (31 Dec 2018)	Q2FY2019 (30 Sep 2018)
Revenue	63.9	59.1
Expenses	71.2	60.8
Depreciation & Amortization (non-cash) (A)	6.56	6.91
Profit/(Loss) (ex ESOP amortization cost)	(13.86)	(8.61)
ESOP (B)	15.14	4.81
Profit/(Loss) (C)	(29.0)	(13.4)
Cash Profit/(Loss) (A+B+C)	(7.3)	(1.7)

Notes

- 49.4% Q-o-Q increase in customer revenues
- Increase in customer revenue contribution to 30% in Q3 from 22% in Q2 overall revenues
- 14.9% Q-o-Q increase in non-ESOP core operating expenses

Looking forward

We have recalibrated our goals for FY 2019 given our desire to maintain portfolio quality during the continuing uncertain credit and liquidity conditions which is expected to continue for the next few quarters.

FY 2019	Original Target	Revised Target
Partners	500	600
Customers	1000+	400+
Approvals	INR 1600M+	INR 600M+
Partnerships	2	4
Solutions beyond Credit	1	1

In summary, our financials are tracking in the right direction, despite the calibrated volume slowdown in Q3, we have gained in confidence in our tech platform, our expanding distribution base, underwriting capability, digital property/partnerships and see the recent market disruption as an opportunity to build our business with the right ethos. There is significant potential in this space and we are confident about the long-term success of our evolving propositions.

Thank you for your support and look forward to our continuing engagement in our journey to be India's premier MSME focused fintech organization.

Thank You.

Amit Rajpal
Non-Executive Chairman and Co-founder
Niyogin Fintech Limited

B S R & Co. LLP

Chartered Accountants

5th Floor, Lodha Excelus,
Apollo Mills Compound
N. M. Joshi Marg, Mahalaxmi
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India

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Limited review report on unaudited quarterly financial results and year-to-date results pursuant to Regulation 33 of the Listing Regulations

To the Board of Directors of Niyogin Fintech Limited

We have reviewed the accompanying statement of unaudited financial results (the 'Statement') of Niyogin Fintech Limited (formerly known as M3 Global Finance Limited) (the 'Company') for the quarter ended 31 December 2018 and the year-to-date results for the period from 1 April 2018 to 31 December 2018 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial results based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* specified under section 143 (10) of the Companies Act, 2013 (the 'Act'). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards prescribed under Section 133 of the Act and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

For B S R & Co. LLP
Chartered Accountants

Firm's Registration No: 101248W/W-100022

Manoj Kumar Vijai
Partner

Membership No: 046882

Mumbai
11 February 2019

Niyogin Fintech Limited
Statement of Unaudited Financial Results for the quarter ended 31 December 2018

Rs. In Lac

Sr. No.	Particulars	For the quarter ended 31 December 2018	For the quarter ended 30 September 2018	For the quarter ended 31 December 2017	For the year to date period ended 31 December 2018	For the year to date period ended 31 December 2017	For the year ended 31 March 2018
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
I	Revenue from operations	515.15	450.93	218.56	1,330.64	218.55	515.50
II	Other income	124.21	140.05	262.72	446.84	456.43	707.62
	Total revenue (I+II)	639.36	590.98	481.28	1,777.48	674.99	1,223.12
III	Expenses						
IV	(a) Employee benefits expense	473.43	368.10	197.11	1,113.76	520.53	786.51
(b)	Finance cost	-	-	-	-	-	-
(c)	Depreciation and amortisation expense	65.60	69.07	8.27	192.99	13.17	51.96
(d)	Other expenses	390.67	288.53	196.22	897.47	435.29	649.84
	Total expenses	929.70	725.70	401.60	2,204.22	968.99	1,488.31
V	Profit / (loss) before exceptional and extraordinary items and tax (III-IV)	(290.34)	(134.72)	79.68	(426.74)	(294.00)	(265.19)
VI	Exceptional items	-	-	-	-	-	-
VII	Profit / (loss) before extraordinary items and tax (V+VI)	(290.34)	(134.72)	79.68	(426.74)	(294.00)	(265.19)
VIII	Extraordinary items	-	-	-	-	-	-
IX	Profit / (loss) before tax (VII-VIII)	(290.34)	(134.72)	79.68	(426.74)	(294.00)	(265.19)
X	Tax expense						
(1)	Current tax	-	-	-	-	-	-
(2)	Deferred tax	-	-	-	-	-	-
XI	Profit / (loss) for the period / year from continuing operations (IX-X)	(290.34)	(134.72)	79.68	(426.74)	(294.00)	(265.19)
XII	Profit / (loss) from discontinuing operations	-	-	-	-	-	-
XIII	Tax expense of discontinuing operations	-	-	-	-	-	-
XIV	Profit / (loss) from discontinuing operations (after tax) (XII-XIII)	-	-	-	-	-	-
XV	Profit / (loss) for the period / year after tax (XI+XIV)	(290.34)	(134.72)	79.68	(426.74)	(294.00)	(265.19)
XVI	Earnings per share (EPS) - Refer note 13						
	(1) Basic (Rs.)	(0.3465)	(0.1617)	0.0996	(0.5093)	(0.5825)	(0.4591)
	(2) Diluted (Rs.)	(0.3465)	(0.1617)	0.0940	(0.5093)	(0.5825)	(0.4591)

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

Mumbai
11 February, 2019



Makarand Patankar
Whole-Time Director
DIN: 01584128

Notes:

1. There has been no material change in the accounting policies adopted during the quarter and year to date period ended 31 December 2018 as compared to those followed for the year ended 31 March 2018.
2. The Board, at its meeting held on 11 February 2019, has approved issuance of 1,143,277 equity shares of the Company to the shareholders of InvestDirect Capital Services Private Limited ('InvestDirect') for an amount not exceeding Rs. 8.60 crore as consideration for acquiring 50.01 % stake in InvestDirect. The said issuance is subject to the approval of the shareholders of the Company.
3. During the quarter ended on 30 September 2018, the Company had granted an aggregate of 911,406 stock options under the NFL Employees Stock Options Plan 2018.
4. The Board of Directors, at its meeting held on 28 May 2018 approved allotment of 4,732,433 equity shares to a non-promoter investor pursuant to conversion option exercised by the investor in respect of 4,732,433 Compulsorily Convertible Non - Cumulative Preference Shares ('CCPS') held by it in the Company.
5. For the year ended 31 March 2018, employee benefits expenses of Rs. 20.66 lac and other expenses of Rs. 28.07 lac pertained to prior periods.
6. For the quarter and nine months ended 31 December 2017, other expenses of Rs.17.79 lac and Rs. 28.07 lac, respectively and employee benefit expenses of INR 3.62 lac and INR 19.91 lac, respectively, pertained to prior periods.
7. Pursuant to the Board resolution passed on 5 September 2017, the Company had allotted 7,321,450 equity shares on a preferential basis at a price of Rs. 50 per share amounting to Rs 3,660 lac on 5 September 2017.
8. Pursuant to a Board resolution passed on 11 July 2017, the Company had allotted 37,113,000 equity shares on a preferential basis at a price of Rs. 50 per share amounting to Rs. 18,557 lac on 11 July 2017. On 11 July 2017, the Company had also received 75% of the balance consideration on the 29,500,000 share warrants amounting to Rs. 2,213 lac and the share warrants were converted into equity shares in the ratio of 1:1.
9. Pursuant to the Board resolution passed on 11 July 2017, the Company had converted 2,500,000 Compulsorily Convertible Preference Shares in to 2,500,000 equity shares in the ratio of 1:1.
10. The Company is primarily engaged in the business of financing, accordingly, there are no separate reportable segments as per Accounting Standard 17 on 'Segment Reporting'.
11. The above financial results for the quarter ended 31 December 2018 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at its meeting held on 11 February 2018.
12. The financial results for the quarter ended 31 December 2018 have been subjected to a 'Limited Review' by the Statutory Auditors of the Company.
13. Earnings per share for the interim periods is not annualized.
14. Previous period's / year figures have been regrouped / reclassified wherever necessary, to conform to current period presentation.

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

Date: 11 February 2019



Mr. Makarand Patankar
Whole-Time Director
DIN-01584128