

December 27, 2024

To

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort

Mumbai - 400001

BSE Scrip Code: 538772

Subject: Submission of Postal Ballot Notice

Reference: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Dear Sir/ Ma'am,

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice approved by the Board at their meeting held on December 20, 2024, seeking approval of the Members of the Company via special resolution, by way of remote electronic voting ("**e-voting**") for:

1. Re-appointment of Mr. Tashwinder Harjap Singh (DIN: 06572282) as Managing Director and Chief Executive Officer of the Company.

The Company has dispatched the said Notice as enclosed to the shareholders through email on December 27, 2024 and the Postal Ballot Notice is also available on the website of the Company at www.niyogin.com

In accordance with Section 108, 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), the Postal Ballot Notice is sent only through electronic mode to those Members of the Company whose email address(es) are registered with the Company/ Depository(s) / Depository Participants/ Registrar and Transfer Agent - Link Intime India Private Limited and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited and Central Depository Services (India) Limited (together referred as "Depositories") as on Friday, December 20, 2024.

In accordance with the MCA Circulars, hard copy of the Postal Ballot Notice alongwith postal ballot forms and pre-paid business reply envelope has not been sent to the Members and the communication of the assent or dissent of the Members will only take place through E-voting system only.

Further, in light of the MCA Circulars, shareholders who have not registered their email address may get their email registered by following the registration procedure provided under the Postal Ballot Notice. Upon successful registration or updating of the email address, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot.

Niyogin Fintech Limited

(CIN L65910TN1988PLC131102)

Regd. office: M.I.G 944, Ground Floor, TNHB Colony, 1st Main road, Velachery, Chennai, Tamil Nadu – 600042
Corporate office: Neelkanth Corporate IT Park, 311/312, 3rd Floor, Kiroi Road, Vidyavihar (w), Mumbai – 400086
Chennai Tel: 044 47210437 | Mumbai Tel: 022 62514646 | email: info@niyogin.in | Website: www.niyogin.com

The Company has engaged the services of National Securities Depository Limited for providing remote e-voting facility to its Members. The remote e-voting period commences on Sunday, December 29, 2024 at 9:00 a.m. (IST) and ends on Monday, January 27, 2025 at 5:00 p.m. (IST) after which the remote e-voting will be blocked by NSDL. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, December 20, 2024, may cast their votes.

The results of the Postal Ballot shall be declared within two working days of conclusion of remote e-voting period.

You are requested to take the above information on record.

Yours sincerely,

For Niyogin Fintech Limited

Neha Daruka
Company Secretary

Encl: a/a



Niyogin Fintech Limited

Registered Office: MIG 944, Ground Floor, TNHB Colony, 1st Main Road, Velachery, Chennai, Tamil Nadu- 600042
Corporate Office: 311 & 312, 3rd Floor, Neelkanth Corporate IT Park, Kiroi Road, Vidyavihar (W), Mumbai - 400086
Tel. No.: 91 22 62514646; CIN: L65910TN1988PLC131102; Email: investorrelations@niyogin.in
Website: www.niyogin.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (“SEBI LISTING REGULATIONS”).

Dear Member(s),

Notice is hereby given to the members of Niyogin Fintech Limited (“**Company**”) pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended and including any statutory modifications, amendments or re-enactments thereto, (“**Act**”), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 (“**Management Rules**”) read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) (“**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and any other applicable laws including any statutory modification or re-enactment thereof for the time being in force, to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only by voting through electronic means (“**remote e-voting**”).

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot form. The Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / depository participants and the communication of assent/ dissent of the members will only take place through the remote e-voting system. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Postal Ballot Notice. The Company has engaged the National Securities Depository Limited (“**NSDL**”) for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The Board of Directors of the Company now propose to obtain the consent of the members by way of the Postal Ballot for the matter as considered in the resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act read with the applicable provisions of the SEBI Listing Regulations, pertaining to the said resolution setting out material facts and the reason for the resolution is also annexed.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Tashwinder Harjap Singh (DIN: 06572282) as Managing Director and Chief Executive Officer of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder) (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and in line with the Memorandum & Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the NRC, any Committee constituted / empowered / to be constituted by the Board from time to time), Mr. Tashwinder Harjap Singh (DIN: 06572282), be and is hereby re-appointed as the Managing Director and Chief Executive Officer of the Company with effect from February 02, 2025 for a term of 3 years i.e. until February 01, 2028, liable to retire by rotation, on the terms and conditions including remuneration as set out in the statement annexed to this Postal Ballot Notice, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and / or remuneration in such manner as it may deem fit.

RESOLVED FURTHER THAT the aforesaid remuneration approved be paid as minimum remuneration in the event of loss or inadequacy of profits, in any financial year(s), during the term of his office in accordance with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel except for Mr. Tashwinder Harjap Singh be and are hereby severally authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, desirable, proper or expedient for the purpose of giving effect to the resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, to make such alterations and modifications, at any stage without being required to seek any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office

MIG 944, Ground Floor,
TNHB Colony, 1st Main Road,
Velachery, Chennai,
Tamil Nadu – 600 042
CIN: L65910TN1988PLC131102
Website: www.niyogin.com
Email: investorrelations@niyogin.in

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

**Neha Daruka
Company Secretary
ACS 41425**

Place: Mumbai

Date: December 20, 2024

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Act setting out material facts and the reasons/ rationale are appended to this Notice. The relevant details of the Director pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 are given in Annexure to this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent by email to all the shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, December 20, 2024 and who have registered their email addresses in respect of electronic holdings with the Company/ Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("LIPL").
3. A copy of this Notice will also be available on the Company's website www.niyogin.com, at the relevant sections of the website of the stock exchange on which the shares of the Company is listed and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
4. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of Act, if any, read with the applicable rules made thereunder and the MCA Circulars, the Company is providing facility for voting by remote e-voting to all the shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in this Postal Ballot Notice. For this purpose, the Company has engaged the services of National Securities Depository Limited ('NSDL') for facilitating remote e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the shareholders are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.
5. Shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, December 20, 2024 will have to cast their votes electronically on the resolutions as set out in the Postal Ballot Notice through electronic voting system of the NSDL from 9.00 a.m. (IST) on December 29, 2024 upto 5.00 p.m. (IST) on January 27, 2025.
6. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Monday, January 27, 2025.
7. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name(s) of the shareholder(s) as on Friday, December 20, 2024. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
8. The Company has appointed Mr. Mitesh J. Shah, Practicing Company Secretary (FCS 10070 & CP No: 12891), Proprietor, M/s. Mitesh J. Shah & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website www.niyogin.com besides communicating to the stock exchanges on which the shares of the Company are listed within two working days of conclusion of remote e-voting period. The Company will also display the results of the postal ballot at its registered office and the corporate office. The resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. January 27, 2025, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.
9. The portal will remain open for remote e-voting from December 29, 2024 (9.00 a.m. IST) to January 27, 2025 (5.00 p.m. IST) both days inclusive. During this period, the shareholders of the Company holding shares either in physical form or dematerialised form, as on the cut-off date of

December 20, 2024 may cast their vote electronically. The e-voting module will be disabled by NSDL on January 27, 2025 at 5.00 p.m. (IST). Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

10. All the material documents, if any, referred to in the Explanatory Statement including a copy of the letter of appointment setting out the terms and conditions of appointment will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting. The members seeking to inspect the same can send an email to investorrelations@niyogin.in.
11. Members who have not registered/ updated their email address with the Company or Depository Participant(s), may complete the email registration process as detailed below:
 - i) Members holding shares in physical form and whose KYC details including email address are not registered/ updated with the Company, may register/ update their KYC details including email address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) in support of the address of the member and such other documents as prescribed in the Form ISR-1, by sending the same to the Registrar and Share Transfer Agent of the Company at Link Intime India Private Limited, C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai - 400083; and
 - ii) Members holding shares in demat form can register/ update their email address with their respective Depository Participant(s) where they maintain their demat accounts.
12. The instructions for remote e-voting are as under:

In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on “E-voting facility provided by Listed Entities”, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:


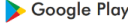


Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated November 11, 2024 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under Value added services. Click on “Access to E-voting” under E-voting

	<p>services and you will be able to see E-voting page. Click on company name or E-voting service provider i.e. NSDL and you will be re-directed to E-voting website of NSDL for casting your vote during the remote e-voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-

	voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on E-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of E-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote E-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to mitesh@mjshah.com with a copy marked to investorrelations@niyogin.in and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**E-voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Sagar S Gudhate, Senior Manager, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 at the designated email id: evoting@nsdl.com to get your grievances on e-voting addressed.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for remote e-voting for the resolution set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@niyogin.in or rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@niyogin.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated November 11, 2024 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access remote e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE "ACT"):

Item No.1

Based on the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on December 20, 2024, approved the re-appointment of Mr. Tashwinder Harjap Singh (DIN: 06572282) as the Managing Director and Chief Executive Officer for a further period of three years, with effect from February 02, 2025 pursuant to Sections 196, 197, 198 and 203 and other applicable provisions of the Act read with Schedule V to the Act. Broad particulars of the terms of re-appointment of Mr. Tashwinder Harjap Singh as a Managing Director & Chief Executive Officer are listed below:

- a) Salary: FY 2025: Rs. 1,30,51,860/- per annum upto a maximum of Rs. 1,40,00,000/- and at the Company's discretion will be eligible to receive annual/ mid-term performance appraisal including incentive / variable bonus, subject to the approval of the Nomination and Remuneration Committee and the Board of Directors.

- b) Performance Bonus: Upto Rs. 30,00,000/- (Rupees Thirty Lakhs Only) per financial year as may be recommended by the Nomination and Remuneration Committee and decided by the Board of Directors.
- c) Perquisites, allowances and benefits: To be allowed in addition to Salary and Performance Bonus as listed below: Medical Reimbursement, House Rent Allowance, Education Allowance, Leave Travel Concession / allowance, Provident Fund, Pension Fund & Superannuation Fund, Gratuity, personal accident insurance cover, Telephone/ Broadband, etc. – as per policies of the Company and subject to applicable tax laws. For the purpose of Gratuity, Provident Fund, Pension Fund, Superannuation and other like benefits, if any, the service of Mr. Tashwinder Harjap Singh will be considered as continuous service from the date of his joining the Company.

One Corporate Credit Card only for business expenses for official purposes such as travelling, telephone, internet, food, etc.

The Managing Director & Chief Executive Officer shall be entitled to all expenses including reimbursement of travelling and entertainment expenses incurred in the course of the Company's business, which shall not be treated as a perquisite. All the above perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such rules, the perquisites shall be evaluated at actuals.

Any variation of the above perquisites or any other perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board from time to time is permissible.

- d) The perquisite arising from exercise of the stock options by Mr. Tashwinder Harjap Singh already granted pursuant to any employee stock option scheme, approved by the Board of Directors and the members during his tenure shall be part of the Minimum Remuneration. Further, the perquisite arising from the exercise of the stock options, as mentioned above, shall be in addition to the amount of perquisites mentioned in clause (c) above.

Mr. Tashwinder Harjap Singh has been granted 43,81,530 stock options till date under the Company's existing stock option scheme as approved by the Board of Directors and the members.

- e) Leave eligibility as per rule of the Company shall be allowed.
- f) Minimum Remuneration

Notwithstanding anything to the contrary herein contained, in the event of absence or inadequacy of profits in any financial year(s) during the tenure of his re-appointment, the Minimum Remuneration payable to the Managing Director & Chief Executive Officer shall be the same as detailed above.

- g) Termination

The appointment may be terminated by giving 6 (six) months' prior notice in writing.

- h) Sitting Fees

Mr. Tashwinder Harjap Singh will not be entitled to receive Sitting Fees from the Company for attending meetings of the Board of Directors or any Committee thereof.

- i) Other terms & conditions

He shall at all times abide by all the requirements prescribed by SEBI for acting as a Managing Director & Chief Executive Officer. He shall at all times abide by the policies of the Company and other terms and conditions of his appointment as per his letter of appointment.

The copy of the letter of appointment of Mr. Tashwinder Harjap Singh setting out the terms and conditions of appointment shall be available for inspection by the members of the Company electronically in accordance with the provisions of the Act, in the manner as mentioned in the Notes to this Postal Ballot Notice.

The Company has received the necessary confirmation and declaration from Mr. Tashwinder Harjap Singh that he satisfies all the conditions as set out in Part-I of Schedule V and section 196(3) of the Act and his consent and eligibility for re- appointment as the Managing Director & Chief Executive Officer of the Company and that he is not debarred from holding the office of a Director by virtue of an order passed by SEBI or any other authority. He is also not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act.

Information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Act is mentioned herein below:

I. General Information

1. Nature of Industry: Non – Banking Financial Company
2. Date or expected date of commencement of commercial production: Not Applicable as the Company is an existing company
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance:

(Amt in Lakhs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Total Income	4173.48	2631.63	19799.60	11717.75
Total Expenditure	4928.90	3268.47	22411.63	14530.48
Profit/(Loss) before Tax	(755.42)	(636.84)	(2612.03)	(2812.73)
Less: Provision for taxation				
Current Tax	-	-	-	-
Deferred Tax Asset	-	-	(128.05)	25.90
Net Profit/(Loss) after Tax	(755.42)	(636.84)	(2483.98)	(2838.63)
Earnings per share (Basic)	(0.80)	(0.68)	(1.78)	(1.87)
Earnings per share (Diluted)	(0.79)	(0.68)	(1.75)	(1.87)
Share Capital	9514.15	9433.93	9514.15	9433.93
Networth	30,5011.42	28718.13	28775.89	28711.18
Debt-Equity Ratio	0.15	NA	0.19	0.00

5. Foreign investments or collaborations, if any: The Company is listed on BSE Limited. The details of the foreign holding in the Company is available in the shareholding details section on www.bse.com and www.niyogin.com. The Company does not have any Foreign Collaborations.

II. Information about the appointee:

1. Background details, job profile and his suitability, recognition and awards: Mr. Tashwinder Harjap Singh has been associated with the Company since October 2020. He is currently the Managing Director & Chief Executive Officer and looks out entire operation of the Company including Business, marketing and expansion of the Company. Brief profile of Mr. Singh forms a part of the Annexure to this Postal Ballot Notice.
2. Past Remuneration and Remuneration proposed:

Amount (in Rs.)

Particulars	Details
Remuneration proposed	As mentioned in Resolution No. 1 read with the Explanatory Statement of the Postal Ballot Notice

Past Remuneration (Gross salary including bonus, perquisite etc.):	
FY 2024	Rs. 1,51,98,000/-
FY 2025	Rs. 1,17,01,248/- [<i>pro rata till November 2024</i>]

3. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Considering the size of the Company, responsibilities allocated to Mr. Tashwinder Harjap Singh, his past contributions in the Company, the relevance of experience and expertise in the financial services industry, his remuneration is commensurate with the general industry standards.
4. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: As on date of the Postal Ballot Notice, Mr. Tashwinder Harjap Singh does not have any pecuniary relationship with the Company other than the remuneration and stock options he received as the Managing Director & Chief Executive Officer of the Company. He is also not related to any director/managerial personnel of the Company.

III. Other Information:

1. Reasons of loss or inadequate profits: Investment made and increase in cost coupled with market competition.
2. Steps taken or proposed to be taken for improvement: (a) Partnership model in NBFC business to reduce Customer Acquisition Cost. (b) New products developed in our material subsidiary – Iserveu Technology Private Limited (Cards infrastructure, Soundbox platform technology, etc.).
3. Expected increase in productivity and profits in measurable terms: Barring unforeseen circumstances, FY 2026 is expected to be EBITDA positive.

Considering his rich experience in the financial industry and contributions made by him during his tenure, it would be in the interest of the Company to continue to avail his considerable expertise and to re-appoint him as a Managing Director & Chief Executive Officer of the Company.

Pursuant to the provisions of Section 197 read with Schedule V to the Act relating to payment of managerial remuneration in case of absence of profits and/or inadequacy of profits (calculated under Section 198 of the Act), the Company may pay such remuneration over and above the ceiling limit as specified in Schedule V, subject to the members' approval by way of a special resolution for payment of minimum remuneration for a period not exceeding 3 years, compliance of disclosure requirements and other conditions stated therein. In view of the foregoing factors, the approval of the members is being sought for re-appointment and payment of remuneration, as may be permitted under applicable laws, in case of absence of profits and/ or inadequacy of profits or otherwise, in the Company. The Company has not committed default in payment of dues to any bank or public financial institution or any other secured creditor. The Company does not have any debentures or deposits as on date.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI) are provided in the "Annexure" to this Postal Ballot Notice.

Owing to inadequacy of profits and in compliance with the provisions of Section 196, 197, 198, 203 and other applicable provisions read with Schedule V of the Act, the terms of re-appointment and payment of minimum remuneration as stated above in accordance with the provisions of Schedule V of the Act of the Managing Director and Chief Executive Officer as specified above are now being placed before the Members for their approval by way of a Special Resolution. The Board commends the Special Resolution for approval by the Members.

Mr. Tashwinder Harjap Singh is interested in the Resolution as set out in Item No. 1 of this Notice. None of the other Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, directly or indirectly, financially or otherwise, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Registered Office

MIG 944, Ground Floor,
TNHB Colony, 1st Main Road,
Velachery, Chennai,
Tamil Nadu – 600042
CIN: L65910TN1988PLC131102
Website: www.niyogin.com
Email: investorrelations@niyogin.in

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

**Neha Daruka
Company Secretary
ACS 41425**

Place: Mumbai

Date: December 20, 2024

Annexure to the Notice

Details of director proposed to be appointed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings are as under:

Name of Director	Mr. Tashwinder Harjap Singh
Director Identification Number (DIN)	06572282
Date of Birth and age	11 March 1970 (54 years)
Date of first appointment on the Board	February 02, 2022
Qualification	Master in Business Administration degree from Faculty of Mgmt. Studies (Delhi University) and BE (Electrical) from Delhi College of Engineering (Delhi University).
Brief resume including experience and expertise in specific functional areas	<p>Mr. Tashwinder Harjap Singh comes with more than 30 years of leadership experience in both strategic and operational roles with significant background in Banking, General Management and Private Capital Investing. He has been associated with Citigroup, KKR and O3 Capital in his previous roles.</p> <p>Mr. Singh is an accomplished team-builder with a passion for setting the corporate vision, defining and implementing future-driven strategy and growing businesses through entrepreneurial innovation and patient centricity. He has proven abilities across all levels of organizational management to build and manage “scale of business” which is focus for Niyogin’s platforms in business services, wealth and payments. During his long career in the Banking industry, he has built expertise in the areas of Investment Banking, deal diligence, underwriting, Principal Investing Asset Management Business for Credit Opportunities in India.</p> <p>He holds a Master in Business Administration degree from Faculty of Mgmt. Studies (Delhi University) and BE (Electrical) from Delhi College of Engineering (Delhi University).</p>
Skills and capabilities required for the role and the manner in which the Director meet the requirements	Refer the Explanatory Statement annexed to this Notice.
Terms and Conditions of Re-appointment	Re-appointed as a Managing Director and Chief Executive Officer for a period of 3 years i.e. from February 02, 2025 upto February 01, 2028, liable to retire by rotation.
Details of Remuneration sought to be paid	Refer the Explanatory Statement annexed to this Notice.
Details of remuneration last drawn	Refer the Explanatory Statement annexed to this Notice.
Shareholding in the Company as on the date of this Notice	2,49,704 equity shares

Inter-se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the FY 2023-24	6/6
Listed companies (other than Niyogin) in which the Director holds directorship and committee membership	Standard Industries Limited (Independent Director)
Listed Entities from which he has resigned as Director in past 3 years	NRB Bearings Limited

Registered Office

MIG 944, Ground Floor,
 TNHB Colony, 1st Main Road,
 Velachery, Chennai,
 Tamil Nadu – 600 042
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Website: www.niyogin.com
Email: investorrelations@niyogin.in

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

**Neha Daruka
 Company Secretary
 ACS 41425**

Place: Mumbai

Date: December 20, 2024