

July 08, 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 through Circular Resolution on July 07, 2024, seeking approval of the Members of the Company, by way of remote electronic voting ("E-voting") for:

1. Creation of Charges, Mortgages, Hypothecation on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 as a security towards borrowings

The Company has dispatched the said Notice as enclosed to the shareholders through email on July 08, 2024 and the Postal Ballot Notice is also available on the website of the Company at [www.niyogin.com](http://www.niyogin.com)

In accordance with Section 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, 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 ("Link Intime") 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 ("CDSL") (together referred as "Depositories") as on Friday, July 05, 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 and in consequence could not receive the Postal Ballot Notice 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, Kiroli Road, Vidyavihar (w), Mumbai – 400086

Chennai Tel: 044 47210437 | Mumbai Tel: 022 62514646 | email: [info@niyogin.in](mailto:info@niyogin.in) | Website: [www.niyogin.com](http://www.niyogin.com)



The Company has engaged the services of National Securities Depository Limited (NSDL), for providing E-voting facility to its Members. The E-voting period commences on Wednesday, July 10, 2024 at 9:00 a.m. (IST) and ends on Thursday, August 08, 2024 at 5:00 p.m. (IST) after which the 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, July 05, 2024, may cast their votes.

The results of the Postal Ballot shall be declared on or before Saturday, August 10, 2024.

You are requested to take the above information on record.

Yours sincerely,

**For Niyogin Fintech Limited**

**Neha Daruka**  
**Company Secretary & Compliance Officer**

Encl: a/a

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Chennai Tel: 044 47210437 | Mumbai Tel: 022 62514646 | email: info@niyogin.in | Website: www.niyogin.com



## Niyogin Fintech Limited

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**Corporate Office:** 311 & 312, 3rd Floor, Neelkanth Corporate IT Park, Kirol Road, Vidyavihar (W), Mumbai - 400086  
Tel. No.: 91 22 62514646; CIN: L65910TN1988PLC131102; E-mail: [niyogin.compliance@niyogin.in](mailto:niyogin.compliance@niyogin.in);  
Website: [www.niyogin.com](http://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, 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 (“**E-voting**”).

In terms of the MCA Circulars, companies are advised to take all decisions requiring member’s approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules framed thereunder, without holding a general meeting that requires physical presence of members at a common venue.

MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2024, or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Management Rules as well as the framework provided under the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send the Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the E-voting system only.

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. CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 AS A SECURITY TOWARDS BORROWINGS**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, as amended from time to time, the provisions of the Memorandum and Articles of Association of the Company, such other approvals, consents and permissions as may be required to be obtained from appropriate authority(ies) to the extent applicable and necessary and such other laws, rules as may be applicable from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) for creation / ratification of such pledge, mortgages, charges and hypothecations including the mortgage, hypothecation, charge already created by the Company, as may be necessary over all or any of the assets of the Company (present and/or future), immovable or movable properties of the Company, wheresoever situated, present and/or future, and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating or fixed charge on all movable or immovable properties of the Company (present and/or future) in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of banks, non-banking financial companies, mutual funds, financial institutions or any other lenders, investment institutions and their subsidiaries, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies / Lender(s)"), Security Trustee and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on a private placement basis or otherwise, to secure the borrowings by the Company such that the outstanding amount of debt at any point of time does not exceed Rs. 200 crores (Rupees Two Hundred Crores only) in the form of any fund based or non-fund based facilities including but not limited to term loans or working capital facilities / foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, additional interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lender(s) or their agent(s) under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to do all such acts, deeds, matters, things and arrange, give such directions as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to finalise, settle and execute all such documents, instruments, deeds, papers, writings, agreements as may be required and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors or to any Director of the company or any officer(s) or employee(s) of the Company.

**RESOLVED FURTHER THAT** any one of the Directors, Key Managerial Personnel of the Company be and are severally authorized to do such acts, deeds, things and execute all such documents, undertaking and sign and file e-form MGT-14 with Registrar of Companies as may be necessary for giving effect to the above resolution.

**RESOLVED FURTHER THAT** any one of the Directors, Key Managerial Personnel of the Company of the Company be and are severally authorized to issue certified true copy of this resolution.”

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

**Neha Daruka  
Company Secretary  
ACS 41425**

**Registered office**

MIG 944, Ground Floor, TNHB Colony  
1st Main Road, Velachery, Chennai  
Tamil Nadu- 600042

**Place: Mumbai**

**Date: July 07, 2024**

**NOTES:**

1. The following is annexed with this Notice: (i) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India in respect of the special business. (ii) Instructions for E-voting.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts and the reasons/ rationale thereof are appended to this Notice.
3. The 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, July 05, 2024 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (LIPL).
4. A copy of this Notice will also be available on the Company's website [www.niyogin.com](http://www.niyogin.com), on the website of LIPL at <https://instavote.linkintime.co.in>, at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed and on the website of National Securities Depository Limited (NSDL): [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. 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 E-voting to all the shareholders of the Company to enable them to cast their votes electronically on the item mentioned in the Notice. For this purpose, the Company has engaged the services of National Securities Depository Limited ('NSDL') for facilitating 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 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.
6. Shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, July 05, 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 upto 5.00 p.m. (IST) on Thursday, August 08, 2024.

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, July 05, 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, 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](http://www.niyogin.com), on the website of LIPL at <https://instavote.linkintime.co.in> besides communicating to the stock exchanges on which the shares of the Company are listed on or before August 10, 2024. 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. Thursday, August 08, 2024, 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 voting from Wednesday, July 10, 2024 (9.00 a.m. IST) to Thursday, August 08, 2024 (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 July 05, 2024 may cast their vote electronically. The e-voting module will be disabled by NSDL on August 08, 2024 at 5.00 p.m. (IST). Once vote on a resolution is cast by the member, he 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 and documents specifically stated to be open for inspection in the Explanatory Statement, will be posted on the website of the Company [www.niyogin.com](http://www.niyogin.com) to facilitate online inspection of relevant documents till announcement of the results of this Postal Ballot.
11. Members who have not registered/ updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as detailed below:
  - i) Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail 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 update their e-mail address with their Depository Participant(s).
12. The instructions for E-voting are as under:

In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 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.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

## How do I vote electronically using NSDL e-Voting system?


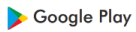


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### 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 December 9, 2020 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 Id in their demat accounts 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.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience. <a href="#">NSDL Mobile App is available on</a>    </li></ol>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 are 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 e-mail to [mitesh@mjshah.com](mailto:mitesh@mjshah.com) with a copy marked to [niyogin.compliance@niyogin.in](mailto:niyogin.compliance@niyogin.in) and [evoting@nsdl.com](mailto: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](http://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 e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Sagar S Gudhate at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions 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 [niyogin.compliance@niyogin.in](mailto:niyogin.compliance@niyogin.in) or [rnt.helpdesk@linkintime.co.in](mailto: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 (Company email id). 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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated July 11, 2023 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 E-voting facility.

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

**Item No.1**

Pursuant to Section 180(1)(a) of the Act, the Board of Directors of a Company shall exercise the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings with the consent of the company by a special resolution.

In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board and the Lenders may approve mutually from time to time.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives of onward lending and to enable optimal financing structure, the Board of Directors at its meeting held on February 09, 2024, approved the borrowings of upto Rs. 200 crores, as per the provisions of Section 179(3)(d) of the Act.

Accordingly, it is now proposed to seek the approval of the shareholders for creation of security interests over the assets of the Company (or any part thereof) to secure the borrowings / financial assistance by the Company up to a limit of Rs. 200 crores (Rupees Two Hundred crores only).

Since creation of charge by way of mortgage/hypothecation/floating charge on the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be a sale/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Act, it is proposed to seek approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Act.

None of the 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).

The Board recommends the Special Resolution at Item No. 1 of the accompanying Notice for approval of the Members of the Company.

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

**Neha Daruka  
Company Secretary  
ACS 41425**

**Registered office**

MIG 944, Ground Floor, TNHB Colony  
1st Main Road, Velachery, Chennai  
Tamil Nadu- 600042

**Place: Mumbai**

**Date: July 07, 2024**