

Notice of the 33rd Annual General Meeting

NOTICE is hereby given that the Thirty Third (33rd) Annual General Meeting ('**AGM**') of the Members of **Niyogin Fintech Limited** will be held on Friday, September 17, 2021 at 4:30 p.m. (IST) through video conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**") to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 along with the reports of the Board of Directors and the Auditors thereon;

2. To appoint a Director in place of Mr. Makarand Patankar (DIN: 01584128), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To approve appointment of M/s. Pijush Gupta & Co, Chartered Accountants, (Firm Registration No: 309015E), as the Statutory Auditors of the Company to fill in the casual vacancy:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Pijush Gupta & Co, Chartered Accountants, (Firm Registration No: 309015E) who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) and to hold the office until the conclusion of the 33rd Annual General Meeting of the Company held for the financial year ending on March 31, 2021, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to taxes and re-imbursment of out of pocket expenses incurred by them in connection with the audit of accounts of the Company.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution."

4. To approve appointment of M/s. Pijush Gupta & Co, Chartered Accountants, (Firm Registration No: 309015E) as the Statutory Auditor of the Company for a period of 5 years:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force and the Articles of Association of the Company and on recommendation of the Audit Committee, M/s. Pijush Gupta & Co, Chartered Accountants, (Firm Registration No: 309015E), be and are hereby appointed as Statutory Auditors

of the Company to hold office from the conclusion of this Annual General Meeting for a period of 5 years till the conclusion of the Thirty Eight Annual General Meeting, at such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to taxes and re-imbursment of out of pocket expenses incurred by them in connection with the audit of accounts of the Company, from time to time;

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution."

5. To appoint Mr. Gaurav Makarand Patankar (DIN: 02640421) as the Director (Non-Executive Non-Independent) of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with the Articles of Association of the Company, Mr. Gaurav Makarand Patankar (DIN: 02640421), who was appointed as an Additional Director of the Company with effect from November 10, 2020 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution."

6. To appoint Mr. Noorallah Charania (DIN: 08812239) as a Whole-Time Director of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, Mr. Noorallah Charania (DIN: 08812239), who was appointed as an Additional Director of the Company w.e.f November 10, 2020 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is

hereby appointed as a Whole-Time Director of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee, consent of members be and is hereby accorded to appoint Mr. Noorallah Charania (DIN: 08812239) as the Whole-Time Director of the Company and to hold office for a period of two years with effect from November 10, 2020, on the terms and conditions of appointment including payment of remuneration, as detailed in the Explanatory Statement annexed herewith;

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Charania for his entire term;

RESOLVED FURTHER THAT the Board of Directors of the Company or Nomination & Remuneration Committee or any other Committee thereof, be and are hereby severally authorized, from time to time, to take all such steps as may be necessary to determine or revise, or to alter and vary the terms and conditions of appointment, and settle any questions or difficulties that may arise in connection with, or incidental to give effect to the above resolution and/or give such directions as may be necessary, proper or expedient, to give effect to the above resolution including the amount of remuneration, perquisites, stock options and/or other benefits, as may be agreed with Mr. Charania without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and are hereby severally authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Key Managerial Personnel to give effect to the aforesaid resolution."

7. To re-appoint Mr. Kapil Kapoor (DIN: 00178966) as an Independent Director of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT, in accordance with the provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Kapil Kapoor (DIN: 00178966), Independent Director of the Company who holds office of Independent Director upto December 04, 2021, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company for a period of five consecutive years from December 05, 2021 and that he shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursed expenses for attending Board and committee meetings, as may be permissible under law from time to time;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

8. To approve material related party transactions with Iserveu Technology Private Limited:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Company's policy on Related Party Transaction(s), approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof) to ratify/ approve all existing contracts / arrangements/ agreements and to enter into contract(s)/transaction(s) with Iserveu Technology Private Limited, a subsidiary and hence a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, the aggregate amount/value of all such arrangements/transactions/contracts that are/may be entered into by the Company with Iserveu Technology Private Limited and remaining outstanding at any one point in time shall not exceed ₹ 60,00,00,000/- (Rupees Sixty Crores Only) during any one financial year as detailed in the explanatory statement, for a period of three years from April 01, 2021, provided

that the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, signing/ execution/ negotiation /renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/transaction/ contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, addendums, letters, instruments and writings as it may in its sole and absolute discretion deem necessary, desirable or expedient to give effect to this Resolution and to settle any question that may arise in this regard and incidental

thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Executive Officer, Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions be and hereby approved, ratified and confirmed in all respects.”

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

Neha Agarwal
Company Secretary & Compliance Officer
(ACS 41425)

Registered Office (w.e.f. January 01, 2020)
MIG 944, Ground Floor, TNHB Colony, 1st Main Road
Velachery, Chennai,
Tamil Nadu- 600042
CIN: L65910TN1988PLC131102
Website: www.niyogin.com
E-mail: niyogin.compliance@niyogin.in

Place: Mumbai
Date: August 05, 2021

Notes:

1. In view of the continuing restrictions on the movement of persons at several places in the country due to COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 (hereinafter collectively referred to as '**MCA circulars**') read with various circulars issued by Securities and Exchange Board of India ('SEBI') allowed the companies to conduct the AGM through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') during the calendar year 2021. Accordingly, the AGM of the Company is being held through VC / OAVM (hereinafter called as '**e-AGM**') and in this connection the Company has availed the services of National Securities Depository Limited ('NSDL') for providing the VC and e-voting facility.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS E-AGM IS BEING HELD THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE E-AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.

3. The deemed venue for the 33rd e-AGM shall be the registered office of the Company.

4. Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') forms part of this Notice.

5. Brief details of the directors who are seeking appointment / re-appointment at this Meeting are annexed hereto as per the requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') and as per provisions of the Act.

6. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e. from 4:15 p.m. (IST) to 4:45 p.m. (IST) and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of members holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.

7. Institutional Investors, who are members of the Company are encouraged to attend and vote at the 33rd e-AGM of the Company.

8. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Link Intime.

9. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 1, 2019, except in case of request received

for transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's RTA i.e. Link Intime for assistance in this regard.

10. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report etc. by electronic mode. In compliance with the MCA circulars the Annual Report for the financial year 2020-21 alongwith the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.niyogin.com, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com, website of Company's Registrar and Transfer Agent, Link Intime Private Limited ("Link Intime") at www.linkintime.co.in and also on the website of NSDL at <https://www.evoting.nsdl.com>.

11. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with Link Intime.

Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of e-AGM, may temporarily get themselves registered with Link Intime. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.

12. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 33rd e-AGM.

14. For ease of conduct, members who would like to ask questions/ express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments atleast 7 days before the e-AGM to the Company at niyogin.compliance@niyogin.in mentioning their name, demat account no./Folio no., e-mail Id, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

15. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

16. In terms of section 124(5) of the Act, dividend amount for the year ended March 31, 2014 remaining unclaimed for a period of 7 years shall become due for transfer in August 2021 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends in respect of the financial years from 2013-14 onwards are requested to approach the Company/ Link Intime India Private Limited, Registrar and Share Transfer Agent for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.

17. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information included in the Annual Report.

18. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

19. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., Friday, September 10, 2021, such person may obtain the User ID and Password from Link Intime. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail to Link Intime for obtaining the Annual Report and Notice of e-AGM.

20. The Board of Directors have appointed Mr. Mitesh J. Shah, Proprietor of M/s. Mitesh J. Shah & Associates, Practising Company Secretaries (FCS 10070 & CP No: 12891), as the Scrutinizer for the e-voting process and voting at e-AGM in a fair and transparent manner.

21. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 33rd e-AGM and announce the start of the casting of vote through the e-voting system of NSDL.

22. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

23. The results declared along with the Scrutinizers Report shall be placed at the Company's website www.niyogin.com immediately after the results are declared by the Company and simultaneously communicated to the BSE.

24. The attendance of the Members attending the 28th e-AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

25. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e. Friday, September 17, 2021.

26. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Chennai, Tamil Nadu - 600042

- i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
- ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers will be made accessible for inspection and shall remain open and be accessible to any member during the continuance of the meeting. The members can write to us on niyogin.compliance@niyogin.in for the inspection of the records. The same will be replied by the Company suitably.

27. Members seeking any information with regard to the accounts or all documents referred to in the accompanying Notice and the Explanatory Statements shall be available for inspection through electronic mode, by sending request to the Company at niyogin.compliance@niyogin.in on or before September 16, 2021. The same will be replied by the Company suitably.

28. Certificate from Statutory Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 forms part of the Annual report.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE E-AGM ARE AS UNDER:

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and in terms of the SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the ensuing AGM by electronic means and the business may be transacted through e-voting services. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the e-AGM will be provided by NSDL.
- II. The remote e-voting will be provided by NSDL which will commence from September 14, 2021 (9:00 a.m. IST) and end on September 16, 2021 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of September 10, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members who have cast their vote by remote e-voting prior to the AGM may also participate the AGM through VC/OAVM but shall not be entitled to cast their vote again. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM

and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

III. The details of the process and manner for remote e-voting and voting during the AGM are explained below:

Step 1: Access to NSDL e-voting system at <https://www.evoting.nsdl.com/>

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

Step 1: Access to NSDL e-voting system

A. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode 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	<p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>E-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. After successfully registered on IDeAS, 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 (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 5. 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



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest can login through their user ID and password. The option to reach the e-voting page will be made available without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on 'New System Myeasi'. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The Menu will have links of e-voting service provider ('ESP') i.e. NSDL portal. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number and email as recorded in the demat account. After successful authentication, the user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for the e-voting facility. Once logged in, you will be able to see the e-voting option. Once you 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 the options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use "Forget User ID" and "Forget Password" option available on the 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.co.in or call on the toll free no.: 1800 1020 990 or 1800 22 44 30
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 on 022-23058738 or 022-23058542-43

B. Login method for e-voting and joining virtual meeting 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?

- 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 'Shareholders/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password 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/](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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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 and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 e-voting for the resolutions set out in this notice:

- 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), AADHAAR (self-attested scanned copy of Aadhaar Card).
- In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + CLIENT ID or 16-digit beneficiary ID), name of shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).
- If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

- (4) Alternatively, shareholders may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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@mishah.com with a copy marked to niyogin.compliance@niyogin.in and evoting@nsdl.co.in.
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 e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990/1800 224 430 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for E-voting, please contact Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

IV. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the e-AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the e-AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the e-AGM.
4. In case of any grievances connected with facility for e-voting on the day of AGM, please contact Ms. Pallavi Mhatre, Manager, at email id: evoting@nsdl.co.in.

V. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see the link of "VC/OAVM link" placed under "Join General Meeting" menu against the company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password

for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through desktop/ laptops for better experience. Further, Members will be required to allow camera and use internet with high-speed to avoid any disturbance during the meeting.
3. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
4. Members who need assistance before or during the AGM, can contact NSDL at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 /1800 224 430 or contact Mr Amit Vishal, Senior Manager – NSDL or Ms Pallavi Mhatre, Manager – NSDL at evoting@nsdl.co.in.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at Niyogin.compliance@niyogin.in between September 13, 2021 (9:00 a.m. IST) to September 15, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

VI. Other Instructions:

1. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).
2. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of September 10, 2021.
3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. September 10, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 10, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on the cut-off date shall only be entitled to avail the facility of remote e-voting or casting vote through e-voting during the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)

ITEM NO. 3 & 4:

The recently released RBI guidelines dated April 27, 2021 [Ref. No.DoS.CO.ARG/SEC.01/08.91.001/2021-22] for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) [‘RBI Circular’], amongst other limitations, places a limit on the number of Statutory audit by an audit firm in a year to four commercial banks, eight UCBs and eight NBFCs irrespective of the asset size. Considering the compliance of the aforesaid RBI Circular, the incumbent statutory auditor of the Company, M/s. MSKA & Associates, Chartered Accountants (Firm Registration No: 105047W) are ineligible to continue as Statutory Auditor of the Company since they have reached the maximum limit for the number of audits to be undertaken in the current year.

M/s. MSKA & Associates, Chartered Accountants (Firm Registration No: 105047W) were appointed as the Statutory Auditors of the Company in the Annual General Meeting of the Company held on September 17, 2021 for a term of five years to hold office from the FY 2021 till FY 2025. However, we wish to inform you that M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No: 105047W), have expressed their ineligibility to continue as statutory auditors of the Company and have submitted their resignation letter dated August 05, 2021 as Statutory Auditors of the Company considering the applicability of the recently released RBI Circular and thereby resulting into a casual vacancy in the office of Statutory Auditors of the company.

Pursuant to the provisions of Section 139(8) of the Act, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, casual vacancy caused by the resignation of Auditors can be filled by the Board subject to the approval of the members within three months of the recommendation of the Board. Therefore, as per the recommendation of the Audit Committee, the Board proposes and recommends that M/s. Pijush Gupta & Co., Chartered Accountants, (Firm Registration No: 309015E) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s MSKA & Associates, Chartered Accountants and shall hold office up to the conclusion of this Annual General Meeting of the Company.

Further, the Board also recommends re-appointment of M/s. Pijush Gupta & Co., Chartered Accountants, (Firm Registration No: 309015E) as the statutory auditor of the Company pursuant to the provisions of Section 139 and 142 of the Act to hold office from the conclusion of this Annual General Meeting for a period of 5 years till the conclusion of the Thirty-Eight Annual General Meeting of the Company, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to taxes and re-imbursment of out of pocket expenses incurred by them in connection with the audit of accounts of the Company.

Details in relation to and credentials of the statutory auditor(s) proposed to be appointed as per Regulation 36(5) of Listing Regulations

M/s Pijush Gupta & Co., Chartered Accountants was established in the year 1989 by Mr. Pijush Kumar Gupta, who was then a Partner at the pioneering Indian arm of Deloitte International (Deloitte Haskins + Sells) for 7 years. The firm’s head office as registered with ICAI is at Gurugram, Sector 53, located on Golf Course Road in DLF 5 area. The firm has branch offices at Kolkata and Kota and associate offices at Navi Mumbai, Hyderabad and Jamshedpur. The Firm provides a range of services which include Audit & Assurance, Taxation, Accounting and Risk Advisory. The Firm’s Audit & Assurance practice has significant experience in auditing financial services clients including banks.

Proposed fees in connection with the audit of the accounts of the Company and other statutory requirements for FY 2022: ₹ 18,00,000/- plus applicable taxes and reimbursement of out of pocket expenses, on actuals, incurred by them in connection with the audit of the accounts of the Company for the FY 2022. There is no material change in the fee payable to the proposed statutory auditor from that paid to the outgoing statutory auditor.

M/s. Pijush Gupta & Co., Chartered Accountants, (Firm Registration No: 309015E), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Considering the vast experience and requisite skill set, the Board commends the Ordinary Resolution set out in Item No. 3 & 4 of this Notice for approval by the members.

None of the Directors, Key Managerial Persons or their relatives, are in any way, except to the extent of their shareholding in the Company, concerned or interested, financially or otherwise, in the said Ordinary Resolutions set out at Item No. 3 & 4 of this Notice.

ITEM NO. 5:

The Board, based on recommendation of the Nomination and Remuneration Committee had appointed Mr. Gaurav Makarand Patankar (DIN: 02640421) as an Additional Director of the Company effective November 10, 2020, as per the provisions of Section 161 of the Act, and Rules framed thereunder read with the Articles of Association of the Company. He holds office upto the date of this Annual General Meeting.

Mr. Patankar has given his consent to act as a Director of the Company. Also, as per confirmation received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has also received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Patankar for the office of Director (Non-Executive Non-Independent) of the Company.

Mr. Patankar, the Co-Founder of Niyogin, is an institutional investor and impact entrepreneur focused on emerging markets and alternatives. He is a firm believer that the democratization and digitization of the Indian SME sector is the single biggest transformational opportunity within the Indian markets and Niyogin's ecosystem approach to SME can deliver a meaningful impact to this evolution. Over his 22 year career, he has led investment and research teams at large institutional platforms such as Bloomberg, Bank Of America, BNY Mellon, Lockheed Martin, Citi, Millennium Partners and M&T Bank. Prior to his investment career, he has co-founded Information Interface India Private Limited (Promoter of Niyogin).

He holds a Ph.D. in Social and Political Sciences, an M.B.A. in Finance and Strategy and a Bachelor's degree in Electronics and Telecommunications Engineering.

The additional details of Mr. Patankar as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure forming part of this Notice. He does not hold any shares in the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Patankar as the Director of the Company.

None of the Directors/ Key Managerial Personnel of the Company and their relatives except Mr. Makarand Patankar and the appointee are concerned or interested in the resolution.

The Board recommends the Ordinary Resolution at Item No. 5 of the Notice for approval of the shareholders of the Company.

ITEM NO. 6:

Based on the performance evaluation and contributions made by Mr. Noorallah Charania (DIN: DIN 08812239), the Nomination and Remuneration Committee at its meeting held on November 10, 2020 had approved & recommended the appointment of Mr. Charania as the Whole-Time Director of the Company on the remuneration as stated below, subject to the approval of the Board of Directors and Shareholders. The Board of Directors at its meeting held on November 10, 2020 had appointed Mr. Noorallah Charania as an Additional Director of the Company with effect from November 10, 2020 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and in accordance with the provisions of Section 161 of the Act read with Articles of Association of the Company. Pursuant to Section 161 of the Act, the above Director holds office only up to the date of ensuing Annual General Meeting of the Company.

The Company has received a notice from a Member signifying his intention to propose the candidature of Mr. Noorallah Charania for the office of Director of the Company under Section 160 of the Act.

Remuneration Terms comprising of the following:

- a) Gross Salary: FY 2021: ₹ 41,36,568/- per annum and FY 2022: ₹ 46,61,048/- which shall be subject to annual increment, as

given below, subject to the approval of the Nomination and Remuneration Committee and the Board of Directors.

- b) Perquisites, allowances and benefits: Medical Reimbursement, House Rent Allowance, Education Allowance, Leave Travel Concession / allowance, Provident Fund, Pension Fund & Superannuation Fund, Gratuity, Stock Options, provision of car with driver, personal accident insurance cover, Telephone/ Broadband, etc. – as per Rules 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. Charania will be considered as continuous service from the date of his joining the Company.

Annual increase not to exceed 20% of the aggregate of salary, perquisites, allowances and benefits i.e. aggregate of clauses (a) and (b) of the Terms of Remuneration as mentioned above. However, the stock options shall be additionally granted as per the policies/ schemes of the Company.

The perquisite arising from exercise of the stock options by Mr. Charania pursuant to any employee stock option scheme, approved / which may be approved by the Board of Directors and the members during his tenure as director shall be part of the Minimum Remuneration referred below. 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 (b) of the Remuneration Terms.

Mr. Noorallah Charania has been granted 2,11,193 stock options till date under the Company's existing stock option schemes as approved by the Board of Directors and the members. As on the date of this notice, he has exercised 15,000 stock options and 1,22,657 stock options are unvested.

- c) Minimum Remuneration

In the event of inadequacy of profits calculated as per Section 198 of the Act in any financial year(s) during the tenure of Mr. Charania as a Whole-Time Director, Mr. Charania, shall be entitled to a minimum remuneration comprising of salary, perquisites, allowances and benefits and perquisite arising from the exercise of the stock options as mentioned above, for a period of two years i.e., from November 10, 2020 to November 09, 2022.

- d) General

- Mr. Charania shall not be paid any sitting fee for attending meeting of the Board or Committee(s) thereof.
- The Whole-time Director shall discharge such functions as are delegated to him by the Board of Directors and/or Chairman and/or Managing Director.
- The appointment is terminable by either party giving the other three (3) months' notice in writing.

Mr. Charania satisfies all the conditions as set out in section 196(3) of the Act and the applicable Schedule for being eligible for his appointment. This explanatory statement may be considered as the requisite abstract under section 190 of the Act setting out the terms and conditions of the appointment.

Past remuneration:

Financial years	Gross Salary inclusive of incentive, if any Amount (in ₹)
2020-21	41,36,568/-
2019-20	43,36,568/-

None of the Directors, Key Managerial Personnel and their relatives except Mr. Noorallah Charania himself and his relatives may be deemed to be concerned or interested in the resolutions.

The Board commends the special resolution set out in item no. 6 for approval by shareholders of the Company.

Statement containing additional information as required pursuant to clause (iv) of Schedule V of the Act with respect to Item No. 6:

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 as the Company is an existing company.

4. Financial performance based on given indicators:

(₹ In Lacs)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Total Income	2,599.62	2,762.55	5,063.06	2,804.82
Total Expenditure	3,230.99	5,079.90	5,775.75	5,257.78
Profit/(Loss) before Tax	(631.36)	(2,317.36)	(712.69)	(2,452.96)
Less: Provision for taxation				
Current Tax	-	-	56.50	-
Deferred Tax Asset	-	-	(39.60)	(13.14)
Net Profit/(Loss) after Tax	(631.36)	(2,317.36)	(729.59)	(2,439.82)

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 Director:

Background details, Recognition/ Awards, Job Profile and Suitability to the role, Past Remuneration and Remuneration proposed	As mentioned in Explanatory Statement under item 6
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the significant expertise of the director in his respective area and acknowledging the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professional with a sound career record.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Charania does not have any pecuniary relationship with the Company other than the remuneration he received as Whole-Time Director 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: The Company's operations in FY 2020 and FY 2021 were impacted due to significant economic uncertainty arising out of COVID-19 pandemic. Owing to above factors, despite the best efforts of the Management, the financial performance of the Company was not as per the expectation primarily due to pandemic, the Company had inadequate profits for the financial year ended March 31, 2020 and March 31, 2021.

2. Steps taken or proposed to be taken for improvement: The key priorities for FY 2022 will mainly revolve around gaining market access, expanding the network, and network monetization. The Company is also focused on (a) platform capabilities and building market access; (b) building the talent pool (c) looking out for M&A opportunities.

3. Expected increase in productivity and profits in measurable terms: The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. The Company shall continue to expand their scale across key markets to take the fastest lane to relevant opportunity, maximize our portfolio, reach out to more customers and strengthen their margins.

ITEM NO. 7:

Mr. Kapil Kapoor was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the shareholders via postal ballot on January 20, 2017 to hold office up to December 04, 2021 (first term), as per the explanation to Section 149(10) and 149(11) of the Act.

The Nomination & Remuneration Committee at its meeting held on August 05, 2021 after taking into account the performance of Mr. Kapoor during the first term of five years and considering the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of the said Director as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Kapil Kapoor on the Board of the Company, to hold office for the second term of five consecutive years commencing from December 05, 2021 upto December 04, 2026, without being liable to retire by rotation. The Company has received a notice pursuant to Section 160 of the Act from a Member signifying his intention to propose the candidature of Mr. Kapil Kapoor for the office of Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

Mr. Kapoor has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations. In terms of proviso to sub-section (5) of Section 152 of the Act, the Board of Directors is of the opinion that Mr. Kapil Kapoor, fulfils the conditions specified in the Act for appointment as an Independent Director.

Mr. Kapil Kapoor is not disqualified from being appointed as Director in terms of Section 164 of the Act as amended from time to time.

A copy of the draft letter for the appointment of Mr. Kapoor as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day and the same has also been uploaded on the Company website www.niyogin.com.

The other details including the shareholding, names of companies and the committees in which he is a member are published elsewhere in the Annual Report.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Kapil Kapoor himself and his relatives may be deemed to be concerned or interested in the resolution.

In the view of the aforesaid, as the transactions with Iserveu will exceed the prescribed material threshold limits, the approval of the members of the Company is sought by way of an ordinary resolution for the aforesaid related party transactions/ arrangements/ contracts entered/ to be entered with Iserveu, in one or more tranches, within a period of three years from April 01, 2021.

Sr. No.	Nature of Transaction	Estimated Annual value of contracts and Services (In crores)
1.	Payment or receipt of marketing support Fees/Commission / Service fees/Referral/ Arranger Fee / Reimbursement of Expenses, avail or provide services, etc. and such other transactions as may be approved by Audit Committee and Board.	10
2.	Granting Loans/Inter-Corporate Deposits/ Guarantee taken/ To be taken	50
	Total	60

The aforesaid related party transactions entered/to be entered into by the Company with Iserveu do not fall under the purview of Section 188 of the Act being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the Listing Regulations and accordingly the approval of the members is sought by way of an ordinary resolution.

The Board commends the special resolution set out in item no. 7 for approval by shareholders of the Company.

ITEM NO. 8:

Pursuant to Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on an arm's length basis.

However, pursuant to Regulation 23(4) of the Listing Regulations, approval of the shareholders through Ordinary Resolution is required for all 'material' related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company and hence, the approval of the Members will be required for the same.

Members are aware that the Company had acquired 51.00% stake in Iserveu Technology Private Limited ('Iserveu') in FY 2021. Accordingly, Iserveu is a subsidiary of the Company and thus is a related party within the meaning of Section 2(76) of the Act. In the ordinary course of business, the Company enters into various contracts/ transactions/ arrangements with Iserveu for payment or receipt of marketing support Fees/Commission / Service fees/Referral/Arranger Fee / Reimbursement of Expenses, avail or provide services, etc. on arm's length basis and the aggregate value of transactions to be entered is envisaged as ₹ 10,00,00,000/- (Rupees Ten Crores only). Further, the Company is also having substantial business plans for granting loans/Inter-Corporate Deposits/ Guarantee taken/ To be taken of approximately ₹ 50,00,00,000/- (Rupees Fifty Crores only), which will be in the ordinary course of business and on arm's length basis. The aforesaid arrangements/ contracts/ transactions will benefit Iserveu, which is a material subsidiary of the Company and is in the best interest of the Company.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their respective meetings held on August 05, 2021 in terms of Regulation 23 of the Listing Regulations and noted that these transactions are in the Ordinary Course of Business and are at arm's length basis.

It is pertinent to note that no related party shall vote to approve this resolution(s) whether the entity is a related party to the particular transaction or not.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) etc. are as under:

Name of the Related Party	Iserveu Technology Private Limited ('Iserveu')		
Name of the Director(s) or Key Managerial Personnel ("KMP") who is related, if any;	(i) Mr. Amit Rajpal (ii) Mr. Tashwinder Singh (iii) Mr. Rumit Dugar		
Nature of relationship	(i) Mr. Amit Rajpal, Promoter & Chairman of the Company is also on the Board of Iserveu. (ii) Mr. Tashwinder Singh, Chief Executive Officer of the Company is also on the Board of Iserveu. (iii) Mr. Rumit Dugar, Chief Financial Officer of the Company is also on the Board of Iserveu. However, none of the Directors of the Company holds any shareholding in Iserveu.		
Nature, Material Terms, particulars of the contract or arrangements; and Monetary Value	Sr. No.	Nature of Transaction	Amount (in crores)
	1.	Payment or receipt of marketing support Fees/Commission / Service fees/Referral/Arranger Fee / Reimbursement of Expenses, avail or provide services, etc. and such other transactions as may be approved by Audit Committee and Board.	10
	2.	Granting Loans/Inter-Corporate Deposits/ Guarantee taken/ To be taken	50
	Total		60
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes. The Audit Committee and Board of Directors of the Company have approved the transactions at their respective meeting held on August 05, 2021		
Any other information relevant or important for the members to take a decision on the proposed resolution.	Transactions are in the ordinary course of business and at arm's length basis.		

None of the Directors, Key Managerial Persons or their relatives, are in any way, except to the extent of their shareholding in the Company, concerned or interested, financially or otherwise, in the said Ordinary Resolution set out at Item No. 8 of this Notice.

The Board expects growth in the business of Company and the material subsidiary and so is of the opinion that the aforesaid related party transaction is in the best interests of the Company and accordingly recommends the Ordinary Resolution set out as Item No. 8 of the Notice for the approval of the members of the Company.

Annexure to Notice

Additional information of director for appointment / re-appointment as required under Secretarial Standards and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Makarand Patankar	Mr. Gaurav Patankar	Mr. Kapil Kapoor	Mr. Noorallah Charania
Date of Birth	February 12, 1952	October 21, 1977	August 06, 1964	February 08, 1976
Age	69 years	44 years	57 years	45 years
Qualification	BSE, MBA (Marketing & Finance)	Ph.D. in Social and Political Sciences, an M.B.A. in Finance and Strategy and a Bachelor's degree in Electronics and Telecommunications Engineering.	Bachelor of Arts degree in Economics from the University of Delhi and a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management (IIM), Ahmedabad.	MBA from Annamalai University with a CAIIB from the Indian Institute of Banking and Finance.
Experience	<p>He has over 40 years of experience in financial services, logistics and pharmaceuticals industries.</p> <p>He was a Founder Member of M/s. Information Interface India Private Limited.</p>	<p>Over his 22-year career, he has led investment and research teams at large institutional platforms such as Bloomberg, Bank of America, BNY Mellon, Lockheed Martin, Citi, Millennium Partners and M&T Bank.</p> <p>Prior to his investment career, he co-founded M/s. Information Interface India Private Limited (Promoter of Niyogin).</p>	<p>He is currently the Chairman and Non-Executive Director of Info Edge India Ltd. (naukri.com). He is also a founder and trustee of Ashoka University. He was the Chief Operating Officer at Timex Group USA until 2013 and was Managing Director of publicly held Timex Group India Limited. He started his professional career in 1987 with Nestle India Limited and later worked with Bausch & Lomb. He subsequently went on to manage the overseas marketing territories of Russia, Ukraine and East Africa in addition to the SAARC region.</p>	<p>He has over 24 years of experience in Operations, Internal Control Audits, Risk Management, Credit Management, Documentation Handling & Treasury Management (Foreign Exchange). He has held senior positions in various financial organizations such as Aditya Birla Group, RBS and HDFC Bank.</p>
Nature of expertise in specific functional areas	Financial Services, Logistics and Pharmaceuticals Industries	Financial Services	Financial Services	Financial Services
Terms and Conditions of Re-appointment	Mr. Makarand Patankar will be re-appointed on the same terms and conditions as they were approved by the Members at their Annual General Meeting held on September 17, 2019	As per the Explanatory Statement	Mr. Kapil Kapoor will be re-appointed for a second term of 5 years w.e.f. December 05, 2021	As per the Explanatory Statement
Details of Remuneration sought to be paid	₹ 1 per month	NIL	Sitting Fees only	As per the Explanatory Statement
Details of Remuneration last paid	Rupees two lakh and fifty thousand per month till April 2020 and Rupees one per month w.e.f. May, 2020.	NIL	For details of remuneration, please refer to the Corporate Governance Report	As per the Explanatory Statement

Date of first appointment in the Board	December 05, 2016	November 10, 2020	December 05, 2016	November 10, 2020
Shareholding in the Company	4561	NIL	490052	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Mr. Gaurav Makarand Patankar	Son of Mr. Makarand Patankar, Whole-Time Director of the Company	None	None
Number of meetings of the Board attended during the year	4/6	1/1	6/6	1/1
Number of Memberships in Committees (including this Company)	Provided in the Report on Corporate Governance			
Directorships held in other companies in India				

None of the directors being appointed/re-appointed above is disqualified from being appointed/re-appointed as such. Each of them has provided their consent in regard to the appointment/re-appointment.

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

Neha Agarwal
Company Secretary & Compliance Officer
(ACS 41425)

Registered Office (w.e.f. January 01, 2020)
MIG 944, Ground Floor, TNHB Colony, 1st Main Road
Velachery, Chennai,
Tamil Nadu- 600042
CIN: L65910TN1988PLC131102
Website: www.niyogin.com
E-mail: niyogin.compliance@niyogin.in

Place: Mumbai
Date: August 05, 2021