

October 18, 2020

**The Listing Department
Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
BSE Scrip Code: 538772

Dear Sir/ Madam,

Sub: Disclosure of Voting Results of Postal Ballot in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

This is in reference to our letter dated September 16, 2020 enclosing therewith the Postal Ballot Notice dated September 16, 2020 seeking consent of Members of the Company through Resolutions for the following:

- (a) Increase in Authorised Share capital of the Company and consequent amendment to Memorandum of Association of the Company – Ordinary Resolution;
- (b) Niyogin Employees Stock Option Scheme, 2020 for the employees of the Company – Special Resolution;
- (c) Grant of Stock Options of 1% or more of the Issued Share Capital of the Company in the terms of 'Niyogin Employee Stock Option Plan 2020' – Special Resolution.

Post-closing of voting period at 17:00 hours (IST) on October 16, 2020, the Scrutinizer has submitted his Report on the Results of the Postal Ballot (through remote e-voting) on October 16, 2020.

Pursuant to Regulation 44(3) of the Listing Regulations, we would like to inform you that the aforesaid Resolutions have been passed by the Members of the Company with requisite majority.

In this regard, please find enclosed the Voting results as required under Regulation 44(3) of the Listing Regulations and the Scrutinizer's Report thereon dated October 16, 2020.

The Results of the Postal Ballot along with the Scrutinizer's Report are being placed on the Company's website at www.niyogin.com.

Kindly take the above on records.

Thanking you,

For Niyogin Fintech Limited

NEHA
VISHNU
AGARWAL
Digitally signed
by NEHA VISHNU
AGARWAL
Date: 2020.10.17
16:50:55 +05'30'



Neha Agarwal
Company Secretary & Compliance Officer
ACS 41425

Encl: a/a

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, Kirod Road, Vidyavihar (w), Mumbai – 400086

email : info@niyogin.in | Website : www.niyogin.com

Details of voting results of the Postal Ballot through remote e-voting pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	Details
1.	Date of AGM/EGM / Postal Ballot Notice	September 16, 2020
2.	Date of declaration of result of Postal Ballot	Sunday, October 18, 2020
3.	Total number of shareholders on record date (cut-off date i.e. Friday, September 11, 2020)	1148
4.	Number of shareholders present in the meeting in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)
5.	Number of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)

Based on the said report of the Scrutinizer, the results of the Postal Ballot are declared as hereunder:



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SUMMARY OF VOTING RESULTS (Remote e-voting)

Niyogin Fintech Limited								
Resolution Required : (Special)			1 - Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	35055049	35055049	100.0000	35055049	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		35055049	100.0000	35055049	0	100.0000	0.0000
Public Institutions	E-Voting	16755370	6405000	38.2266	6405000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6405000	38.2266	6405000	0	100.0000	0.0000
Public Non-Institutions	E-Voting	34175056	14121794	41.3219	14119289	2505	99.9823	0.0177
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14121794	41.3219	14119289	2505	99.9823	0.0177
Total		85985475	55581843	64.6410	55579338	2505	99.9955	0.0045

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Niyogin Fintech Limited								
Resolution Required : (Special)			2 - Niyogin Employees Stock Option Plan 2020 for employees of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	35055049	35055049	100.0000	35055049	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		35055049	100.0000	35055049	0	100.0000	0.0000
Public Institutions	E-Voting	16755370	6405000	38.2266	0	6405000	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6405000	38.2266	0	6405000	0.0000	100.0000
Public Non-Institutions	E-Voting	34175056	14121784	41.3219	14119279	2505	99.9823	0.0177
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14121784	41.3219	14119279	2505	99.9823	0.0177
Total		85985475	55581833	64.6410	49174328	6407505	88.4719	11.5281



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Niyogin Fintech Limited								
Resolution Required : (Special)			3 - To consider and grant Stock Options to the employees of the Company (present and/or future) under the Niyogin - Employee Stock Option Plan 2020 (ESOP 2020) of 1 % or more of the issued share capital of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100
Promoter and Promoter Group	E-Voting	35055049	35055049	100.0000	35055049	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		35055049	100.0000	35055049	0	100.0000	0.0000
Public Institutions	E-Voting	16755370	6405000	38.2266	0	6405000	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6405000	38.2266	0	6405000	0.0000	100.0000
Public Non-Institutions	E-Voting	34175056	14121794	41.3219	14119289	2505	99.9823	0.0177
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14121794	41.3219	14119289	2505	99.9823	0.0177
Total		85985475	55581843	64.6410	49174338	6407505	88.4719	11.5281

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On the basis of the report submitted by the Scrutinizer, I, Makarand Patankar – Whole Time Director hereby declare the above resolution as passed by requisite majority.

For Niyogin Fintech Limited

MAKARAN Digitally signed
by MAKARAND
D RAM RAM PATANKAR
PATANKAR Date: 2020.10.17
16:50:27 +05'30'



Makarand Patankar
Whole Time Director
DIN: 01584128

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FORM MGT-13

SCRUTINIZER'S REPORT ON POSTAL BALLOT THROUGH REMOTE E-VOTING

To

The Chairman

Niyogin Fintech Limited

Neelkanth Corporate IT Park,

311/312, 3rd Floor Kirol Road,

Vidyavihar (West), Mumbai - 400086.

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir / Madam,

I, Mitesh J. Shah, proprietor of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary, Mumbai have been appointed as the Scrutinizer by the Board of Directors of Niyogin Fintech Limited at its meeting held on September 16, 2020 for scrutinizing the Postal Ballot process by way of remote electronic voting (herein after referred as "e-voting") (pursuant to Section 108 and 110 read with Rule 20 and 22 of Companies (Management and Administration Rules, 2014).

The notice dated September 16, 2020, as confirmed by the Company was sent to all the shareholders in respect of the below mentioned resolutions through electronic mode to those shareholders whose email addresses are registered with the Company/Depositories, in compliance with the General Circular No. 14/2020 dated April 08, 2020 read with General Circular no. 17/2020 dated April 13, 2020 and General Circular no. 22/2020 dated June 15, 2020 (collectively referred to as "MCA Circulars").

The Shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, September 11, 2020 were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 to 3 in the Notice of Postal Ballot of Niyogin Fintech Limited.

The Company had availed the e-voting facility offered by Link Intime India Private Limited ("LIPL"). The voting period for e-voting commenced on Thursday, September 17, 2020 at 09:00 a.m. (IST) and ended on Friday, October 16, 2020 at 05:00 p.m. (IST) and the LIPL e-voting platform was blocked thereafter.

Based on the data downloaded from the official website of the Link Intime India Private Limited ("LIPL") for the e-voting process, we have scrutinized and reviewed the e-voting process and votes tendered therein.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to e-voting during the Postal Ballot on the resolutions contained in the notice dated September 16, 2020.

My responsibility as scrutinizer for the e-voting is restricted to making a Scrutinizer's Report of votes cast in favour or against the resolutions.



I now submit my Report as under of the Postal Ballot (e-voting) in respect of all the resolutions proposed in the notice dated September 16, 2020:

Item No. 1: Ordinary Resolution

Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company

VOTING RESULTS FOR RESOLUTION:

E-Voting:

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	28	5,55,79,338	99.9955
Votes against the Resolution	4	2,505	00.0045
Invalid Votes	-	-	-
Abstain Votes	-	-	-
Total	32	5,55,81,843	100

RESULT

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Postal Ballot Notice dated September 16, 2020, has been passed with requisite majority.

Item No. 2: Special Resolution

Niyogin Employees Stock Option Plan 2020 for employees of the Company

VOTING RESULTS FOR RESOLUTION:

E-Voting:

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	22	4,85,53,845	87.3556
Votes against the Resolution	5	64,07,505	11.5281
Invalid Votes	4	6,20,483	01.1163
Abstain Votes	1	10	00.0000
Total	32	5,55,81,843	100

RESULT

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 2 of the Postal Ballot Notice dated September 16, 2020, has been passed with requisite majority.



Item No. 3: Special Resolution

To consider and grant Stock Options to the employees of the Company (present and/or future) under the Niyogin - Employee Stock Option Plan 2020 (ESOP 2020) of 1 % or more of the issued share capital of the Company

VOTING RESULTS FOR RESOLUTION:

E-Voting:

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	23	4,85,53,855	87.3556
Votes against the Resolution	5	64,07,505	11.5281
Invalid Votes	4	6,20,483	01.1163
Abstain Votes	-	-	-
Total	32	5,55,81,843	100

RESULT


Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 3 of the Postal Ballot Notice dated September 16, 2020, has been passed with requisite majority.

The relevant records relating to Postal Ballot and e - voting were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For Mitesh J. Shah & Associates
Company Secretaries


Mitesh J. Shah
Proprietor



FCS No.: 10070
CP No.: 12891
UDIN: F010070B000977707

Date: October 16, 2020
Place: Mumbai