

November 14, 2024

To

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort

Mumbai - 400001

BSE Scrip Code: 538772

Subject: Submission of Postal Ballot Notice

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

Dear Sir/ Ma'am,

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice approved by the Board at their meeting held on November 11, 2024, seeking approval of the Members of the Company via special resolution, by way of remote electronic voting ("E-voting") for:

1. Appointment of Mr. Sudip Vatsal Thakor (DIN: 07222787) as an Independent Director of the Company.
2. Appointment of Ms. Katarina Racek (DIN: 10803186) as an Independent Director of the Company.

The Company has dispatched the said Notice as enclosed to the shareholders through email on November 14, 2024 and the Postal Ballot Notice is also available on the website of the Company at www.niyogin.com

In accordance with Section 108, 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the Postal Ballot Notice is sent only through electronic mode to those Members of the Company whose email address(es) are registered with the Company/ Depository(s) / Depository Participants/ Registrar and Transfer Agent - Link Intime India Private Limited and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited and Central Depository Services (India) Limited (together referred as "Depositories") as on Tuesday, November 12, 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, Kiroi Road, Vidyavihar (w), Mumbai – 400086
Chennai Tel: 044 47210437 | Mumbai Tel: 022 62514646 | email: info@niyogin.in | Website: www.niyogin.com



The Company has engaged the services of National Securities Depository Limited for providing remote e-voting facility to its Members. The remote e-voting period commences on Monday, November 18, 2024 at 9:00 a.m. (IST) and ends on Tuesday, December 17, 2024 at 5:00 p.m. (IST) after which the remote e-voting will be blocked by NSDL. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Tuesday, November 12, 2024, may cast their votes.

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

You are requested to take the above information on record.

Yours sincerely,

For Niyogin Fintech Limited

Neha Daruka
Company Secretary

Encl: a/a

Niyogin Fintech Limited

(CIN L65910TN1988PLC131102)

Regd. office: M.I.G 944, Ground Floor, TNHB Colony, 1st Main road, Velachery, Chennai, Tamil Nadu – 600042
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Tel. No.: 91 22 62514646; CIN: L65910TN1988PLC131102; Email: investorrelations@niyogin.in
Website: www.niyogin.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

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

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

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

The Board of Directors of the Company now propose to obtain the consent of the members by way of the Postal Ballot for the matters as considered in the resolutions 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 resolutions setting out material facts and the reason for the resolutions are also annexed.

You are requested to peruse the proposed resolutions 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. Appointment of Mr. Sudip Vatsal Thakor (DIN: 07222787) as an Independent Director of the Company

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

“RESOLVED THAT Mr. Sudip Vatsal Thakor (DIN: 07222787) who was appointed as an Additional Non-Executive, Independent Director of the Company with effect from November 12, 2024 by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, in terms of provisions of Section 161 of the Companies Act, 2013 (the “Act”) read with Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Sudip Vatsal Thakor (DIN: 07222787), who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term upto 5 (five) consecutive years i.e. from November 12, 2024 upto November 11, 2029, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel of the Company, be and are hereby severally authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

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

2. Appointment of Ms. Katarina Racek (DIN: 10803186) as an Independent Director of the Company

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

“RESOLVED THAT Ms. Katarina Racek (DIN: 10803186) who was appointed as an Additional Non-Executive, Independent Director of the Company with effect from November 12, 2024 by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, in terms of provisions of Section 161 of the Companies Act, 2013 (the “Act”) read with Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Ms. Katarina Racek (DIN: 10803186), who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term upto 5 (five) consecutive years i.e. from November 12, 2024 upto November 11, 2029, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel of the Company, be and are hereby severally authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

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

Registered Office

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

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

**Neha Daruka
Company Secretary
ACS 41425**

Place: Mumbai

Date: November 11, 2024

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Act setting out material facts and the reasons/ rationale are appended to this Notice. The relevant details of the Director pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 are given in Annexure to this Notice.
2. 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. Tuesday, November 12, 2024 and who have registered their email addresses in respect of electronic holdings with the Company/ Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (“LIPL”).
3. A copy of this Notice will also be available on the Company's website www.niyogin.com, at the relevant sections of the website of the stock exchange on which the shares of the Company is listed and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
4. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of Act, if any, read with the applicable rules made thereunder and the MCA Circulars, the Company is providing facility for voting by remote e-voting to all the

shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice. For this purpose, the Company has engaged the services of National Securities Depository Limited ('NSDL') for facilitating remote e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the shareholders are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

5. Shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, November 12, 2024 will have to cast their votes electronically on the resolutions as set out in the Postal Ballot Notice through electronic voting system of the NSDL from 9.00 a.m. (IST) on November 18, 2024 upto 5.00 p.m. (IST) on December 17, 2024.
6. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name(s) of the shareholder(s) as on Tuesday, November 12, 2024. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
7. The Company has appointed Mr. Mitesh J. Shah, Practicing Company Secretary (FCS 10070 & CP No: 12891), Proprietor, M/s. Mitesh J. Shah & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website www.niyogin.com besides communicating to the stock exchanges on which the shares of the Company are listed within two working days of conclusion of remote e-voting period. The Company will also display the results of the postal ballot at its registered office and the corporate office. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. December 17, 2024, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.
8. The portal will remain open for remote e-voting from November 18, 2024 (9.00 a.m. IST) to December 17, 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 November 12, 2024 may cast their vote electronically. The e-voting module will be disabled by NSDL on December 17, 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.
9. All the material documents, if any, referred to in the Explanatory Statement including a copy of the letters of appointment setting out the terms and conditions of appointment will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting. The members seeking to inspect the same can send an email to investorrelations@niyogin.in.
10. Members who have not registered/ updated their email address with the Company or Depository Participant(s), may complete the email registration process as detailed below:
 - i) Members holding shares in physical form and whose KYC details including email address are not registered/ updated with the Company, may register/ update their KYC details including email address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) in support of the address of the member and such other documents as prescribed in the Form ISR-1, by sending the same to the Registrar and Share Transfer Agent of the Company at Link Intime India Private Limited, C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai - 400083; and
 - ii) Members holding shares in demat form can register/ update their email address with their respective Depository Participant(s).

11. The instructions for remote e-voting are as under:

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

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 email address with their DPs to access remote 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:


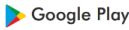


Step 1: Access to NSDL e-voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="624 1167 1399 1563">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under Value added services. Click on “Access to E-voting” under E-voting services and you will be able to see E-voting page. Click on company name or E-voting service provider i.e. NSDL and you will be re-directed to E-voting website of NSDL for casting your vote during the remote e-voting period. <li data-bbox="624 1592 1399 1727">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="624 1756 1399 1977">3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP

	<p>and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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

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

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

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

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

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

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

4. Your User ID details are given below:

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

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

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of E-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote E-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to mitesh@mjshah.com with a copy marked to investorrelations@niyogin.in and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**E-voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Sagar S Gudhate, Senior Manager, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 at the designated email id: evoting@nsdl.com to get your grievances on e-voting addressed.

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

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

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

Item No.1

In accordance with the provisions of Sections 149 and 161 of the Act and the Articles of Association of the Company, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their respective meetings held on November 11, 2024, had appointed Mr. Sudip Vatsal Thakor (DIN: 07222787), as an Additional Non- Executive, Independent Director of the Company with effect from November 12, 2024 for a term upto 5 (five) consecutive years, not liable to retire by rotation, subject to the approval of the Members of the Company.

For the appointment of Mr. Sudip Vatsal Thakor on the Board, the Nomination and Remuneration Committee considered his rich experience, skills, expertise and competencies possessed by him and noted that they were in alignment with the skills and expertise identified for the Directors, by the Nomination and Remuneration Committee and the Board.

Mr. Sudip Vatsal Thakor possesses the requisite skills sets and expertise viz. leadership expertise; financial expertise, risk management and crafting business strategies.

In the opinion of the Board, Mr. Sudip Vatsal Thakor fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the management.

The brief profile and other relevant details in respect of Mr. Sudip Vatsal Thakor, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 are provided in the Annexure to this Notice.

The Company has received following documents from Mr. Sudip Vatsal Thakor:

- i. consent to act as a Director in Form DIR-2;
- ii. confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act in Form DIR-8;
- iii. declaration confirming that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- iv. declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the SEBI or any such authority; and
- v. confirmation that he has registered himself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

Further, Mr. Sudip Vatsal Thakor has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Sudip Vatsal Thakor holds office upto the date of the next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Sudip Vatsal Thakor for the office of a Director of the Company.

In accordance with the provisions of Section 149 of the Act, Regulations 17(1C) and 25(2A) of the SEBI Listing Regulations, appointment of Mr. Sudip Vatsal Thakor as an Independent Director requires approval of the Members by way of Special Resolution. Accordingly, the approval of the Members is being sought.

The Board commends the Special Resolution as set out in Item No. 1 of this Notice for the approval of the Members.

Mr. Sudip Vatsal Thakor is interested in the Resolution as set out in this Notice. None of the other Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested,

directly or indirectly, financially or otherwise, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Item No.2

In accordance with the provisions of Sections 149 and 161 of the Act and the Articles of Association of the Company, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their respective meetings held on November 11, 2024, had appointed Ms. Katarina Racek (DIN: 10803186), as an Additional Non- Executive, Independent Director of the Company with effect from November 12, 2024 for a term upto 5 (five) consecutive years, not liable to retire by rotation, subject to the approval of the Members of the Company.

For the appointment of Ms. Katarina Racek (DIN: 10803186) on the Board, the Nomination and Remuneration Committee considered her vast experience, skills, expertise and competencies possessed by her and noted that they were in alignment with the skills and expertise identified for the Directors, by the Nomination and Remuneration Committee and the Board.

Ms. Katarina Racek (DIN: 10803186) possesses the requisite skills sets and expertise viz. leadership expertise, financial expertise, risk management, crafting business strategies and people and talent development.

In the opinion of the Board, Ms. Katarina Racek (DIN: 10803186) fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the management.

The brief profile and other relevant details in respect of Ms. Katarina Racek, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 are provided in the Annexure to this Notice.

The Company has received following documents from Ms. Katarina Racek:

- i. consent to act as a Director in Form DIR-2;
- ii. confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act in Form DIR-8;
- iii. declaration confirming that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- iv. declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the SEBI or any such authority; and
- v. confirmation that she has registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

Further, Ms. Katarina Racek has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

Ms. Katarina Racek holds office upto the date of the next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Ms. Katarina Racek for the office of a Director of the Company.

In accordance with the provisions of Section 149 of the Act, Regulations 17(1C) and 25(2A) of the SEBI Listing Regulations, appointment of Ms. Katarina Racek as an Independent Director requires approval of the Members by way of Special Resolution. Accordingly, the approval of the Members is being sought.

The Board commends the Special Resolution as set out in this Notice for the approval of the Members.

Ms. Katarina Racek is interested in the Resolution as set out in Item No. 2 of this Notice. None of the other Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or

interested, directly or indirectly, financially or otherwise, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Registered Office

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

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

**Neha Daruka
Company Secretary
ACS 41425**

Place: Mumbai

Date: November 11, 2024

Annexure to the Notice

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

Name of Director	Mr. Sudip Vatsal Thakor	Ms. Katarina Racek
Director Identification Number (DIN)	07222787	10803186
Date of Birth and age	30 September 1964 (60 years)	December 22, 1979 (44 years)
Date of first appointment on the Board	November 12, 2024	November 12, 2024
Qualification	<ul style="list-style-type: none"> • BA, Economics (Cornell University) • MBA (Columbia Business School) 	<ul style="list-style-type: none"> • Masters in Business Economics (University of Economics in Bratislava) • Diploma in International Business and Finance (New York University)
Brief resume including experience and expertise in specific functional areas	<p>Mr. Thakor is a senior financial executive with over 30 years of experience in asset management and global markets.</p> <p>Mr. Thakor enjoys teaching a course on Financial Markets and Sustainability at Cornell University, and serves on the Advisory Council for the Dean of the College of Agriculture and Life Sciences. He mentors underserved high-school and college students through Student Sponsor Partners in NY, and Greenwich Alliance for Education in CT.</p> <p>Mr. Thakor also invests and advises early stage companies in US and India and advises funds and companies focused on providing innovative capital solutions in developing markets. Previously, Mr. Thakor was a member of the Asset Management and Fixed Income Operating Committees at Credit Suisse First Boston, where he ran various global businesses in Credit and Emerging Markets over 17 years.</p>	<p>For the past decade, Katarina has been part of Institutional Investor's executive management and the senior leadership board. In her 15 years at Head of II, North America, Ms. Racek has served as the Global Head of Investor Relations and has been the driving force behind the asset management capital introduction business at Institutional Investor.</p> <p>She has facilitated deep relationships with asset allocators across public and private pension plans, endowments and foundations, insurance funds, healthcare institutions, sovereign funds, OCIOs, large RIAs, family offices, and retirement plan advisors, managing a global team of investor relations professionals based out of New York, Hong Kong, and London.</p>
Skills and capabilities required for the role and the manner in which the Director meet the requirements	Refer the Explanatory Statement annexed to this Notice.	Refer the Explanatory Statement annexed to this Notice.

Terms and Conditions of Re-appointment	Appointed as an Independent Director for a term upto 5 (five) consecutive years i.e. from November 12, 2024 upto November 11, 2029, not liable to retire by rotation.	Appointed as an Independent Director for a term upto 5 (five) consecutive years i.e. from November 12, 2024 upto November 11, 2029, not liable to retire by rotation.
Details of Remuneration sought to be paid	Remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and Committees meetings and commission approved by the Board from time to time in accordance with the Act and the SEBI Listing Regulations. Other information is available in the Nomination and Remuneration Policy of the Company.	Remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and Committees meetings and commission approved by the Board from time to time in accordance with the Act and the SEBI Listing Regulations. Other information is available in the Nomination and Remuneration Policy of the Company.
Details of remuneration last drawn	Nil	Nil
Shareholding in the Company	Nil	Nil
Inter-se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Number of meetings of the Board attended	Nil	Nil
Listed companies (other than Niyogin) in which the Director holds directorship and committee membership	Nil	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil	Nil

Registered Office

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

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

**Neha Daruka
Company Secretary
ACS 41425**

Place: Mumbai

Date: November 11, 2024