

October 04, 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 September 26, 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. Samir Pandiri (DIN: 10749182) as an Independent Director of the Company.

The Company has dispatched the said Notice as enclosed to the shareholders through email on October 04, 2024 and the Postal Ballot Notice is also available on the website of the Company at www.niyogin.com

In accordance with Section 108, 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), the Postal Ballot Notice is sent only through electronic mode to those Members of the Company whose email address(es) are registered with the Company/ Depository(s) / Depository Participants/ Registrar and Transfer Agent - Link Intime India Private Limited and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited and Central Depository Services (India) Limited (together referred as "Depositories") as on Friday, September 27, 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 E-voting facility to its Members. The E-voting period commences on Sunday, October 06, 2024 at 9:00 a.m. (IST) and ends on Monday, November 04, 2024 at 5:00 p.m. (IST) after which the E-voting will be blocked by NSDL. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, September 27, 2024, may cast their votes.

The results of the Postal Ballot shall be declared on or before Wednesday, November 06, 2024.

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)

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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 business as set out hereunder by passing Special Resolution by way of postal ballot only by voting through electronic means (“**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 e-voting i.e. by casting votes electronically instead of submitting postal ballot form. The Postal Ballot Notice and instructions for 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 matter as considered in the resolution appended below. The Explanatory Statement, pursuant to Section 102 of the Act read with the applicable provisions of the SEBI Listing Regulations, pertaining to the said resolution setting out material facts and the reason for the resolution is also annexed.

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

SPECIAL BUSINESS:

1. Appointment of Mr. Samir Pandiri (DIN: 10749182) 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. Samir Pandiri (DIN: 10749182) who was appointed as an Additional Non-Executive, Independent Director of the Company with effect from September 27, 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. Samir Pandiri (DIN: 10749182), 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 September 27, 2024 upto September 26, 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: September 26, 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. Friday, September 27, 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 websites of the stock exchanges on which the shares of the Company are listed and on the website of National Securities Depository Limited (NSDL): www.evoting.nsdl.com.
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 e-voting to all the shareholders of the Company to enable them to cast their votes electronically on the item mentioned in the Notice. For this purpose, the Company has engaged the services of National Securities Depository Limited ('NSDL') for facilitating e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote e-voting. As the e-voting does not require a person to attend to a meeting physically, the shareholders are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.
5. Shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 27, 2024 will have to cast their votes electronically on the resolutions as set out in the Postal Ballot Notice through electronic voting system of the NSDL upto 5.00 p.m. (IST) on Monday, November 04, 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 Friday, September 27, 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 on or before November 06, 2024. The Company will also display the results of the postal ballot at its registered office and the corporate office. The resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Monday, November 04, 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 voting from Sunday, October 06, 2024 (9.00 a.m. IST) to Monday, November 04, 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 September 27, 2024 may cast their vote electronically. The e-voting module will be disabled by NSDL on November 04, 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 letter of appointment of Mr. Samir Pandiri 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 E-voting i.e. November 04, 2024. 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 E-voting are as under:

In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on “E-voting facility provided by Listed Entities”, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.

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

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


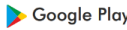


The way to vote electronically on NSDL E-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL E-voting system

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

In terms of SEBI circular dated July 11, 2023 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are 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.	<p>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.</p> <p>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</p> <p>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 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>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>2. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote</p>

	<p>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.</p> <p>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.</p> <p>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 evoting 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. upon logging in, you will be able to see E-voting option. Click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period.

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for E-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL E-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to mitesh@mishah.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 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 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 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 July 11, 2023 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

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

Item No.1

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 September 26, 2024, had appointed Mr. Samir Pandiri (DIN: 10749182), as an Additional Non- Executive, Independent Director of the Company with effect from September 27, 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. Samir Pandiri 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. Samir Pandiri possesses the requisite skills sets and expertise viz. leadership expertise; Financial matters and Risk Management; corporate governance and people and talent development. With his broad and deep experience in sales, technology, operations transformations, restructurings, M&A, and launching successful growth initiatives, Mr. Pandiri brings an innovative, analytical and thoughtful approach to solving complex business problems.

In the opinion of the Board, Mr. Pandiri 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. Samir Pandiri, 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. Samir Pandiri:

- 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. Samir Pandiri 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. Samir Pandiri 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. Samir Pandiri 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. Samir Pandiri 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.

Mr. Samir Pandiri 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).

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: September 26, 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. Samir Pandiri
Director Identification Number (DIN)	10749182
Date of Birth and age	March 05, 1963 (61 years)
Date of first appointment on the Board	September 27, 2024
Qualification	<ul style="list-style-type: none"> • MBA, Finance (Columbia University) • MS, Chemical Engineering (Columbia University) • BS, Chemical Engineering (Columbia University)
Brief resume including experience and expertise in specific functional areas	<p>Mr. Pandiri is an experienced CEO, Board Chair, Client, Sales and Business Executive. Most recently, he was the President of Apex Group overseeing approximately 10,000 associates of all business areas including Revenue, Geographic Management, Operations, Human Resources, Risk and Audit and Top Tier Clients.</p> <p>Previously, he was President of Broadridge International, leading a 2000+ person FinTech division encompassing Capital Markets, Asset Management and Reg Tech reporting solutions. Mr. Pandiri as CEO led BNY Mellon's Asset Servicing division with \$33Tr of assets under custody and \$5.5Bn revenues, with 18,000 employees operating in over 45 countries. He has held various leadership roles in Asset Servicing, Asset Management and FinTech at Broadridge, BNY Mellon, JPMorgan Chase and Bankers Trust. Mr. Pandiri has held expatriate work assignments over 15 years in Hong Kong and London.</p> <p>He also served as a Senior Advisor to the Boston Consulting Group. In 2018, he was appointed by Governor Philip Murphy to the board of the New Jersey State Investment Council, which oversees the state's \$100Bn pension plans. Additionally, he served on the Advisory boards of two Fintech startups, EZOPS and Regology.</p>
Skills and capabilities required for the role and the manner in which the Director meet the requirements	Refer the Explanatory Statement annexed to this Notice.
Terms and Conditions of Re-appointment	Appointed as an Independent Director for a term upto 5 (five) consecutive years i.e. from September 27, 2024 upto September 26, 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.
Details of remuneration last drawn	Nil
Shareholding in the Company	Nil

Inter-se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of meetings of the Board attended	Nil
Listed companies (other than Niyogin) in which the Director holds directorship and committee membership	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil

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

**Neha Daruka
 Company Secretary
 ACS 41425**

Place: Mumbai

Date: September 26, 2024