

February 23, 2024

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code: 517562 Scrip ID: TRIGYN	National Stock Exchange of India Limited Exchange Plaza Plot no. C/1, G Block Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Company Code: TRIGYN
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Subject: Result of Postal Ballot AND Scrutinizers Report

Dear Sir / Ma'am,

This with reference to the Postal Ballot Notice dated January 18, 2024 informing you that the Company proposed to seek the approval of the members of the Company by Postal Ballot and e-voting as per Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Management and Administration) Rules 2014 (Rules) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Postal Ballot Notice was for seeking approval of the Members of the Company by way of Special and Ordinary Resolution as follows:

Sr. No	Resolutions Description
Special Resolution:	
1	To consider the appointment of Mr. Ishwar Halalli as an Independent Director of the Company.
2	To consider the appointment of Mr. Syed Sultan Ahmed as an Independent Director of the Company.
3	To consider the appointment of Mr. Vijay Mallya as an Independent Director of the Company.
Ordinary Resolution:	
4	To consider the appointment of Mr. Dilip Hanumara as Strategic Advisor to the Management

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

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In this regard, please note that Mr. Anmol Jha, Practicing Company Secretary (FCS No.: 5962/ COP No.: 6150), who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on February 23, 2024.

In accordance with the said Report, the members of the Company have approved the above-mentioned resolution as mentioned in the Postal Ballot Notice dated January 18, 2024, detailed result is attached here under as a part of Scrutinizers Report.

We enclose herewith:

- Scrutinizer's Report along with Results of Postal Ballot
- Certified True Copy of the resolution as approved by the Members.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For **Trigyn Technologies Limited**

Mukesh Tank
Company Secretary
Membership No. FCS 9604

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ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

Office No. 50, 2nd Floor, Asiatic Arcade,
Vartak Nagar Pokhran Road No. 2,
Thane (W) - 400606

Email ID: jha_anmol@yahoo.com, seema.kolwadkar@gmail.com
Tel :- 8928119580, 7678025468, 9702062563

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,

Mr.R.Ganapathi

The Chairman,

Trigyn Technologies Limited

27, SDF-1, SEEPZ-SEZ,

Andheri (East),

Mumbai- 400096

Dear Sir,

Sub: Scrutinizer's report on postal ballot through remote e-voting conducted pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and General Circular No. 2/ 2022 dated May 05, 2022 and General Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time (hereinafter collectively referred to as "Circulars") issued by the Ministry of Corporate Affairs.

I, **Anmol Kumar Jha, Practicing Company Secretary**, at Office No. 50, 2nd Floor, Asiatic Arcade, Vartak Nagar Pokhran Road No. 2, Thane (W) - 400606, had been appointed as the Scrutinizer by the Board of Directors of Trigyn Technologies Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereof, to conduct remote e-voting process and to scrutinize the e-voting in respect of the



ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

below mentioned resolutions of Trigyn Technologies Limited passed through Postal Ballot held through January 25, 2024 to February 23, 2024.

The Notice along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions passed through postal ballot of the Company.

The Company had availed the remote e-voting offered by National Securities Depositories Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut off" date of Friday, January 19, 2024 were entitled to vote on the resolutions as contained in the Notice of the Postal Ballot.

The voting period for remote e-voting commenced on Thursday, January 25, 2024 at 9:00 a.m. (IST) and ended on Friday, February 23, 2024 at 5:00 p.m. (IST).and the NSDL remote e-voting platform was blocked thereafter.

The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and the votes cast there under were counted by NSDL's system.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL.

I now submit my Report as under on the results of the remote e-voting in respect of the said Resolutions.

(a) **Resolution No. 1 (SPECIAL RESOLUTION)**

To consider the appointment of Mr. Ishwar Halalli (DIN 09781788) as an Independent Director of the Company.

i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
170	1,37,87,261.000	99.973



ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	3,741.000	0.027

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

(b) **Resolution No. 2 (SPECIAL RESOLUTION)**

To consider the appointment of Mr. Syed Sultan Ahmed (DIN: 01928290) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
160	1,37,71,379.000	99.959

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
27	5,679.000	0.041

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

(c) **Resolution No. 3 (SPECIAL RESOLUTION)**

To consider the appointment of Mr. Vijay Mallya (DIN: 06896919) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:



ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
153	1,37,71,362.000	99.961

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
32	5,321.000	0.039

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

(d) **Resolution No. 4 (ORDINARY RESOLUTION)**

To consider the appointment of Mr. Dilip Hanumara as Strategic Advisor to the Management

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
165	70,151	93.527

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	4,855	6.473

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	1,37,01,877



ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the deemed General Meeting (Postal Ballot) and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

Anmol Jha & Associates
(Company Secretaries)



Anmol Jha (Proprietor)
Anmol Jha & Associates
Practicing Company Secretary

FCS 5962, COP No. 6150

Office No. 50, 2nd Floor, Asiatic Arcade, Vartak Nagar,
Pokhran Road No. 1, Thane (West) – 400 606.

UDIN: F005962E003483051

Place: Thane

Date: February 23, 2024

We the undersigned witnessed that the votes were unblocked from the remote e-voting website of NSDL in our presence on February 23, 2024.



Name: Seema Kotwadkar
Address: F-601, Laxmi Narayan Resi
Pokhran Road - 2,
Thane - W - 400610



Name: Poojnaye G. Patil
Address: Shiveji Nageri Shivneri So.
Park Site Vikhroli west
400079

General information about company	
Scrip code	517562
NSE Symbol	TRIGYN
MSEI Symbol	NOTLISTED
ISIN	INE948A01012
Name of the company	Trigyn Technologies Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	23-02-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	Mr. Anmol Jha
Firms Name	Anmol Jha & Associates
Qualification	CS
Membership Number	5962
Date of Board Meeting in which appointed	06-01-2024
Date of Issuance of Report to the company	23-02-2024

Voting results	
Record date	19-01-2024
Total number of shareholders on record date	39047
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the appointment of Mr. Ishwar Halalli (DIN 09781788) as an Independent Director of the Company.				
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	13701877	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		13701877	100	13701877	0	100	0
	Total		13701877	13701877	100	13701877	0	100
Public- Institutions	E-Voting	112658	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		112658	0	0	0	0	0
Public- Non Institutions	E-Voting	16971201	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		89125	0.5252	85384	3741	95.8025	4.1975
	Total		16971201	89125	0.5252	85384	3741	95.8025
Total		30785736	13791002	44.7967	13787261	3741	99.9729	0.0271
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the appointment of Mr. Syed Sultan Ahmed (DIN: 01928290) as an Independent Director of the Company.				
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	13701877	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		13701877	100	13701877	0	100	0
	Total		13701877	13701877	100	13701877	0	100
Public- Institutions	E-Voting	112658	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		112658	0	0	0	0	0
Public- Non Institutions	E-Voting	16971201	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		75181	0.443	69502	5679	92.4462	7.5538
	Total		16971201	75181	0.443	69502	5679	92.4462
Total		30785736	13777058	44.7514	13771379	5679	99.9588	0.0412
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the appointment of Mr. Vijay Mallya (DIN: 06896919) as an Independent Director of the Company.				
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	13701877	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		13701877	100	13701877	0	100	0
	Total		13701877	13701877	100	13701877	0	100
Public- Institutions	E-Voting	112658	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		112658	0	0	0	0	0
Public- Non Institutions	E-Voting	16971201	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		74806	0.4408	69485	5321	92.8869	7.1131
	Total		16971201	74806	0.4408	69485	5321	92.8869
Total		30785736	13776683	44.7502	13771362	5321	99.9614	0.0386
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider the appointment of Mr. Dilip Hanumara as Strategic Advisor to the Management				
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	13701877	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13701877	0	0	0	0	0	0
Public- Institutions	E-Voting	112658	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	112658	0	0	0	0	0	0
Public- Non Institutions	E-Voting	16971201	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		75006	0.442	70151	4855	93.5272	6.4728
	Total	16971201	75006	0.442	70151	4855	93.5272	6.4728
Total		30785736	75006	0.2436	70151	4855	93.5272	6.4728
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY MEMBERS OF
THE COMPANY THROUGH POSTAL BALLOT ON FEBRUARY 23, 2024**

Resolution No. 1

To consider the appointment of Mr. Ishwar Halalli (DIN 09781788) as an Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the said Act and Regulation 16(1)(b), 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) made thereunder, Articles of Association of the Company, recommendations and approval of the Nomination and Remuneration Committee, and that of the Board respectively, Mr. Ishwar Halalli (DIN: 09781788), who was appointed as an Additional Director of the company with effect from January 6, 2024 under section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from January 6, 2024 upto January 5, 2029 with an option to retire from the office at any time during the term of appointment;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Resolution No. 2

To consider the appointment of Mr. Syed Sultan Ahmed (DIN: 01928290) as an Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the said Act and Regulation 16(1)(b), 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) made thereunder, Articles of Association of the Company, recommendations and approval of the Nomination and Remuneration Committee, and that of the Board respectively, Mr. Syed Sultan Ahmed (DIN: 01928290), who was appointed as an Additional Director of the company with effect from January 6, 2024 under section 161 of the Companies Act, 2013 and who has submitted a

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declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from January 6, 2024 upto January 5, 2029 with an option to retire from the office at any time during the term of appointment;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Resolution No. 3

To consider the appointment of Mr. Vijay Mallya (DIN: 06896919) as an Independent Director of the Company.

“**RESOLVED THAT** pursuant to Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the said Act and Regulation 16(1)(b), 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) made thereunder, Articles of Association of the Company, recommendations and approval of the Nomination and Remuneration Committee, and that of the Board respectively, Mr. Vijay Mallya (DIN: 06896919), who was appointed as an Additional Director of the company with effect from January 6, 2024 under section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from January 6, 2024 upto January 5, 2029 with an option to retire from the office at any time during the term of appointment;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Resolution No. 4

To consider the appointment of Mr. Dilip Hanumara as Strategic Advisor to the Management

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) read with Rule 15(3)(b) of Companies (Meetings of Board and Its Powers) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory

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modification/s or re-enactment/s thereof for the time being in force, as per the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors respectively at their meeting held on January 6, 2024, the consent of the Company be and is hereby accorded for the appointment of Mr. Dilip Hanumara, who is a relative of Ms. Bhavana Rao Potluri, Executive Director and Dr. Rajamohan Rao, Non-Executive Director as a Strategic Advisor to the Management to hold an office or place of profit under the Company, with such designation as may be decided from time to time, with effect from February 24, 2024 for a period of Twelve Months ending on February 23, 2025 on an Annual Remuneration consisting of USD 200,000/- and Commission for new client deals in new sectors / geography at 5% of Gross Margin of billed revenue, however such Commission amount will not exceed USD 50,000/-, the Annual Remuneration will be paid by M/s Trigyn Technologies Inc., the Wholly Owned Subsidiary of the Company;

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 to 4 of the accompanying Notice:

Resolution No. 1

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on January 6, 2024 appointed, Mr. Ishwar Halalli (DIN: 09781788), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from January 6, 2024 to January 5, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- a. consent in writing from Mr. Ishwar Halalli to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- b. Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Ishwar Halalli to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and

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- c. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- d. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- e. A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s). Based on those attributes, the NRC recommended the candidature of Mr. Ishwar Halalli. In the opinion of the Board, Mr. Ishwar Halalli fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Ishwar Halalli’s skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Ishwar Halalli is eligible for appointment as an Independent Director.

Further, Mr. Ishwar Halalli 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. Ishwar Halalli has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Ishwar Halalli has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Trigyn Technologies Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Ishwar Halalli as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company’s registered office during normal business hours on working days up to Friday, February 23, 2024. (last date of Voting).

The resolution seeks the approval of members for the appointment of Mr. Ishwar Halalli as an Independent Director of the Company from January 6, 2024 to January 5, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company’s registered office during normal business hours on

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working days from the date of dispatch of the notice up to the last date of voting, i.e. Friday, February 23, 2024.

The profile and specific areas of expertise of Mr. Ishwar Halalli and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as Annexure A.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Ishwar Halalli as Independent Director of the Company, as a Special Resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Ishwar Halalli to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the above resolution as a Special Resolution set forth in this notice for the approval of Members.

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Resolution No. 2

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on January 6, 2024 appointed, Mr. Syed Sultan Ahmed (DIN: 01928290), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from January 6, 2024 to January 5, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- a. consent in writing from Mr. Syed Sultan Ahmed to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- b. Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Syed Sultan Ahmed to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- c. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- d. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- e. A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Based on those attributes, the NRC recommended the candidature of Mr. Syed Sultan Ahmed. In the opinion of the Board, Mr. Syed Sultan Ahmed fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Syed Sultan Ahmed's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Syed Sultan Ahmed is eligible for appointment as an Independent Director.

Further, Mr. Syed Sultan Ahmed 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. Syed Sultan Ahmed has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Syed Sultan Ahmed has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with

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Trigyn Technologies Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Syed Sultan Ahmed as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Friday, February 23, 2024.

The resolution seeks the approval of members for the appointment of Mr. Syed Sultan Ahmed as an Independent Director of the Company from January 6, 2024 to January 5, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Friday, February 23, 2024.

The profile and specific areas of expertise of Mr. Syed Sultan Ahmed and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as Annexure A.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Syed Sultan Ahmed as Independent Director of the Company, as a Special Resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Syed Sultan Ahmed to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the above resolution as a Special Resolution set forth in this notice for the approval of Members.

Resolution No. 3

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on January 6, 2024 appointed, Mr. Vijay Mallya (DIN: 06896919), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from January 6, 2024 to January 5, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

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- a. consent in writing from Mr. Vijay Mallya to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- b. Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Syed Sultan Ahmed to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- c. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- d. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- e. A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Based on those attributes, the NRC recommended the candidature of Mr. Vijay Mallya. In the opinion of the Board, Mr. Vijay Mallya fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Vijay Mallya's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Vijay Mallya is eligible for appointment as an Independent Director.

Further, Mr. Vijay Mallya 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. Vijay Mallya has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Vijay Mallya has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Trigyn Technologies Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Vijay Mallya as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Friday, February 23, 2024.

The resolution seeks the approval of members for the appointment of Mr. Syed Sultan Ahmed as an Independent Director of the Company from January 6, 2024 to January 5, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable

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provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Friday, February 23, 2024.

The profile and specific areas of expertise of Mr. Vijay Mallya and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as Annexure A.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Vijay Mallya as Independent Director of the Company, as a Special Resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Vijay Mallya to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the above resolution as a Special Resolution set forth in this notice for the approval of Members.

Resolution No. 4

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Dilip Hanumara was first appointed as Executive Director & CEO of the Company by the shareholders at their Thirty Fourth Annual General Meeting held on September 28, 2020, for a period of three years effective from December 1, 2019 till November 30, 2022. Thereafter, he was further re-appointed as CEO for the period of one year effective from December 1, 2022 to November 30, 2023.

He is the spouse of Ms. Bhavana Rao Potluri, Executive Director of the Company and Son-in-Law of Dr. Rajamohan Rao, Non-Executive Director of the Company. In view of the same, the position/office of Strategic Advisor to the Management offered to Mr. Dilip Hanumara in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of limit set under said section requires shareholders' approval. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit.

Mr. Dilip Hanumara has a Bachelor of Engineering in Computer Science and Engineering with over 20 years of work experience. He has completed executive program from

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Massachusetts Institute of Technology (MIT) on Artificial Intelligence: Implications for Business Strategy.

As a Strategic Advisor to the Management, Mr. Dilip Hanumara will be responsible for following Role Overview and Key Responsibilities -

Role Overview:

The Strategic Advisor, a former CEO, will provide crucial guidance and insights to the management of the organization. The role involves sharing expertise on ongoing projects, financial recovery strategies, investment optimization, productivity enhancement, and leveraging technology. The aim is to ensure a seamless transition (with clients & projects), maintain the momentum of growth, and position the company to harness emerging opportunities in AI and disruptive technologies.

Key Responsibilities:

Strategic Advisory on Pipeline Projects:

- Provide guidance on the current pipeline of future projects, including their strategic importance, progress, and potential roadblocks.
- Offer insights into the vision and strategy that shaped these projects.
- Suggest adjustments or pivots if necessary, based on current market trends and company capabilities.

Financial Recovery Plan:

- Advise on strategies for the receiving timely payments, considering the company's financial health and market dynamics.
- Offer recommendations for cost optimization without compromising strategic initiatives.
- To enable the management to have a clear understanding of the financial landscape and recovery trajectory.

Investment Optimization:

- Review investments made in product creation and other areas.
- Provide recommendations on optimizing returns from these investments.
- Suggest potential new investment areas that align with company goals.

Productivity and Utilization Enhancement:

- Advise on increasing productivity and utilization of technical resources across various projects.
- Offer insights into best practices for resource allocation and management.
- Suggest tools, methodologies, or changes in processes that can enhance efficiency.

Oversight of Complex Projects and Customer Engagement:

- Provide oversight and guidance on the delivery of complex projects.
 - Offer expertise on managing project risks and ensuring timely completion.
 - Facilitate connections with industry experts or partners if needed.
-

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- Ensure the customer satisfaction leads to more business for the company.

Advisory on new and Disruptive Technologies:

- Advise the management on emerging, new and disruptive technologies.
- Advise to identify potential threats and advise on converting them into opportunities.
- Suggest innovative approaches for integrating new technologies into existing business models.

Mentorship and Support:

- Act as a mentor to the management, providing support and advice on leadership and strategic decision-making.
- Facilitate networking opportunities with industry leaders and experts.
- Be available for consultations on critical issues as they arise.

Reporting and Documentation:

- Help maintain comprehensive reports on advisory activities.
- Enable proper documentation of strategies, insights, and recommendations provided.

Desired Outcomes:

- Successful transition to the new management.
- Guidance to develop a clear roadmap for project delivery and financial recovery.
- Guidance on developing optimized investment returns and enhanced productivity.
- Strategic positioning to leverage new and disruptive technologies for growth.

Detailed information as required to be disclosed in term of section 188 of the Companies Act, 2013 read with rule 15 of the Companies (meeting of Board and its power) Rules, 2014 are given below.

No.	Information to be disclosed	Particulars
(a)	the name of the related party and nature of relationship;	Mr. Dilip Hanumara – Related Party Nature of Relationship Ms. Bhavana Rao, Executive Director – Spouse Dr. Rajamohan Rao, Non-Executive Director – Son in Law
(b)	the nature, duration of the contract and particulars of the contract or arrangement;	Mr. Dilip Hanumara was CEO till November 30, 2023. Now he is getting appointed as Strategic Advisor to the Management for a period of one year commencing from February 24, 2024 to February 23,

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		2025 subject to the approval of the Shareholder.
(c)	the material terms of the contract or arrangement including the value, if any;	Mr. Dilip Hanumara, as Strategic Advisor to the Management of the Company will termed as related party getting appointed on office as per the provisions of the Companies Act. will be paid Annual Remuneration consisting of USD 200,000/- and Commission for new client deals in new sectors / geography at 5% of Gross Margin of billed revenue, however such Commission amount will not exceed USD 50,000/-, the Annual Remuneration will be paid by M/s Trigyn Technologies Inc., the Wholly Owned Subsidiary of the Company;
(d)	any advance paid or received for the contract or arrangement, if any;	No advance is paid or received from the related party.
(e)	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Not applicable.
(f)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	All the factors relevant to the appointment of related party are considered.
(g)	any other information relevant or important for the members to take a decision on the proposed transaction.	As above.

Your Directors are confident that the appointment of Mr. Dilip Hanumara as a Strategic Advisor to the Management shall benefit the overall growth in business of the Company and therefore recommend the resolution for your kind approval.

Mr. Dilip Hanumara is concerned or interested in resolution no.4 in respect of his own appointment. Ms. Bhavana Rao Potluri, Executive Director, and Dr. Rajamohan Rao, Non-Executive Director of the Company are interested in resolution no. 4, being related to Mr. Dilip Hanumara.

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The Board recommends the ordinary resolution set forth in this notice for the approval of Members.

**Certified True Copy,
For Trigyn Technologies Limited**

**Mukesh Tank
Company Secretary
Membership No. FCS 9604**

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