



January 19, 2024

**BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001**

**National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051**

**Scrip Code: 517562
Scrip ID: TRIGYN**

Company Code: TRIGYN

Subject: Notice of Postal Ballot

Dear Sir / Ma'am,

We enclose herewith a copy of the Notice of Postal Ballot ('Notice') of Trigyn Technologies Limited ('the Company') along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the Members of the Company on the Ordinary / Special resolution(s) forming part of the Notice.

In accordance with the General Circulars issued by the Ministry of Corporate Affairs as listed in the Notice, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from Kfin Technologies Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on Friday, January 19, 2024 ('Cut-Off date') and whose email addresses are registered with the Company / RTA / Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in the Notice. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members and accordingly, the communication of assent or dissent of the Members would only take place through the remote e-voting system. The remote e-voting shall commence on **Thursday, January 25, 2024 at 9:00 a.m. (IST)** and shall end on **Friday, February 23, 2024 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date. The instructions for remote e-voting are provided in the Notes to Notice.

Trigyn Technologies Limited

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

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341



The said Notice is also being made available on the website of the Company at www.trigyn.com and on the website of NSDL at www.evoting.nsdl.com

This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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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TRIGYN TECHNOLOGIES LIMITED

CIN: L72200MH1986PLC039341

Registered Office: 27, SDF - 1, SEEPZ-SEZ, Andheri (East) Mumbai 400 096.

Tel: +91 22 6140 0909 Website: www.trigyn.com Email: ro@trigyn.com

NOTICE OF POSTAL BALLOT AND E-VOTING

Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 and Companies (Management & Administration) Rules, 2014.

| <i>E-VOTING STARTS ON</i> | <i>E-VOTING ENDS ON</i> |
|---------------------------|-------------------------|
| January 25, 2024 | February 23, 2024 |

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended, Secretarial Standard-2 on General Meetings (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (the "MCA Circulars") and any other applicable laws and regulations, the resolutions set out below is proposed to be passed by the Members of Trigyn Technologies Limited (the "Company") through Postal Ballot by way of voting through electronic means ("e- voting") only.

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with this Notice.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the manner of voting on the proposed resolutions is restricted to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-Voting are being sent only through electronic modes to those members whose email address is registered with the Company / Depository Participants. the Company is offering facility of e-voting to all the Members to enable them to cast their votes electronically, in lieu of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Company will send Postal Ballot Notice only by email to all Members who have registered their email addresses with the Company / KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company ('RTA') or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, January 19, 2024 ("cut-off date")**.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing remote e Voting facility to all its members. The Members (whether holding shares in demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting.

The remote e-Voting period commences on **Thursday, January 25, 2024 from 9.00 A.M. (IST) and ends on Friday, February 23, 2024 at 5.00 pm (IST) (both days inclusive)**. Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on **Friday, February 23, 2024**.

Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot through e-voting shall be declared by the Chairman or any person authorized by him on or before on **Saturday, February 24, 2024**.

The said results would be intimated to the National Stock Exchange of India Limited and the BSE Limited, where the shares of the Company are listed and will also be uploaded on the Company's website <https://www.trigyn.com/> and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/>

The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Company will also display the results of the Postal Ballot at its Registered Office. The last date of e-Voting i.e. **on Friday, February 23, 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 the Board of Directors of your Company has appointed Mr. Anmol Jha (FCS 5962), Anmol Jha & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

Resolutions: -

Resolution No. 1

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

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

“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.

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

“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 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.

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

“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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**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 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.”

**By Order of the Board of Directors
For Trigyn Technologies Limited**

**Mukesh Tank
Company Secretary & Legal
Membership No.: FCS 9604**

Regd. Office:
27, SDF I, SEEPZ, M.I.D.C.,
Andheri (East),
Mumbai - 400 096,

Place: Mumbai

Date: January 18, 2024

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 forms part of the explanatory statement forming part of this Notice.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on **Friday, January 19, 2024** (“Cut-off Date”).
3. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
4. Members may note that, the Postal Ballot Notice is also available on website of the Company i.e. on <https://www.trigyn.com/> and website of stock exchanges i.e. <https://www.bseindia.com/> and <https://www.nseindia.com/> and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/>
5. The voting rights of Members shall be in proportion to their shares of the paid-up Share Capital of the Company as on cut-off date i.e. as on **Friday, January 19, 2024**.
6. In compliance with Regulation 44 of the LODR 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 forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
7. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **February 23, 2024**. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company’s website <https://www.trigyn.com/> and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/> , and communicated to the stock exchanges and RTA.
9. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to ro@trigyn.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
10. In accordance with the MCA Circulars, the Members are requested to take note of the following:

Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA, by following the procedure given below:

- Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- Select the company name: Trigyn Technologies Limited
- Enter DP ID & client ID (in case shares are held in electronic form)/physical folio no. (in case shares are held in physical form) and Permanent Account Number (“PAN”)
- In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the share certificate numbers in respect of the shares held by you.
- Enter the email address and mobile number.
- System will check the authenticity of the DP ID & client ID/physical folio no. and PAN/ share certificate number, as the case may be and send the one-time password (“OTP”) to the said mobile number and email address for validation.
- Enter the OTP received by SMS and email to complete the validation process. (Please note that the OTP will be valid for 5 minutes only).
- In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.

- System will confirm the email address for the limited purpose of serving this Postal Ballot Notice and the e-voting instructions along with the user ID and password.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or contact RTA at toll free number: 1800-309-4001

11. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

E-voting:

- a. In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
- b. The e-voting period commences on **Thursday, January 25, 2024 from 9.00 A.M. (IST) and ends on Friday, February 23, 2024 at 5.00 pm (IST) (both days inclusive)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- c. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. **Friday, January 19, 2024**.
- d. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. **Friday, January 19, 2024** (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

INSTRUCTIONS FOR E-VOTING:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

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





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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 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 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"> 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. 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="523 939 1023 1245" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <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 use 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 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 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| Type of shareholders | Login Method |
|--|---|
| 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 and 022 - 2499 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 e-Voting 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.

1. After successfully logging in following Step 1, you will be able to see the EVEN of all companies in which you hold shares and whose voting cycle is in active status.
2. Select the EVEN of Trigyn Technologies Limited.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on the 'Submit' and 'Confirm' buttons when prompted.
5. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
6. You can also take a 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.

Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company

1. Shareholders may send a request to evoting@nsdl.com for procuring user ID and password for e-voting.
2. If shares are held in physical mode, please provide Folio Number, name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card)
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card).
4. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and voting during the meeting for individual shareholders holding securities in demat mode.

Information at glance

| Particulars | Notes |
|--|--|
| Cut-off Date to determine eligible numbers to vote on the resolution | Friday, January 19, 2024 |
| Voting start time and date | 9.00 a.m. IST, Thursday, January 25, 2024 |

| Particulars | Notes |
|--|---|
| Voting end time and date | 5.00 p.m. IST, Friday, February, 23, 2024 |
| Date on which the resolution is deemed to be passed | Last date of Voting, Friday, February, 23, 2024 |
| Name, address and contact details of Registrar and Share Transfer Agent. | Contact name: Mr. Ganesh Chandra Patro, Assistant Vice President KFin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: einward.ris@kfintech.com Contact number – 1800-309-4001 |
| Name, address and contact details of e-voting service provider | Contact name: Mr. Amit Vishal Assistant Vice President Ms. Pallavi Mhatre Senior Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Contact details: evoting@nsdl.com ; Contact number- 022 - 4886 7000 and 022 - 2499 7000 |
| NSDL e-voting website address | https://www.evoting.nsdl.com/ |

EXPLANATORY STATEMENT

(pursuant to Sections 102(1) and 110 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**
- 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 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.

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 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:

- 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 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 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 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.
- 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.

| Sr. 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, 2025 subject to the approval of the Shareholder. |

| Sr. No. | Information to be disclosed | Particulars |
|---------|--|--|
| (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.

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

Annexure A

DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

| Name of the Director | Mr. Ishwar Halalli | Mr. Syed Sultan Ahmed | Mr. Vijay Mallya |
|--|--|---|---|
| DIN | 09781788 | 01928290 | 06896919 |
| Date of Birth | 22/05/1964 | 03/10/1974 | 18/11/1964 |
| Age | 59 years | 49 years | 59 years |
| Date of first appointment on the Board | January 6, 2024 | January 6, 2024 | January 6, 2024 |
| Qualifications | M. Tech (E&C) | <ul style="list-style-type: none"> • Executive Entrepreneur Masters Programme, MIT Boston • Bachelor of Chemical Engineering, Bangalore University • Master Trainer – Dale Carnegie Institute USA • Certified NLP Practitioner • Specialized Life Skills Facilitator • Certified Counsellor | <ul style="list-style-type: none"> • Master of Business Administration with specialization in Finance • He stood 5th rank to Karnataka University in his bachelor of commerce |
| Expertise in specific functional areas | Ishwar has > 30 years of Industry experience in software and Hardware Engineering. He was with Infosys for 26 years playing different roles. He played major role in establishing and managing outsources work from major Telecom clients across the globe name few BT, Nortel, AT&T, Telstra, Singtel etc. Before he moved out of Infosys, he was managing Cloud and Infra services for most of the Infosys Telecom clients across apart from Energy, Utility, Resources clients. | Sultan is a 1st generation social entrepreneur, winner of 7 prestigious National Film Awards of India. A passionate educator, a prolific speaker, film-producer, publisher and TEDx speaker | Vijay comes with immense international experience of nearly 40 years having worked globally in field of corporate and retail banking, international trade, private wealth management, capital markets and insurance business. Experience cut across both on the business and information technology side. |
| Skills and capabilities required for the role and the manner in which the Directors meet the requirements | Core Competencies in Building successful teams for delivering results in challenging situations | Social Entrepreneur, Passionate educator, TEDx speaker. | He is Executive Sponsor from delivery for client engagements and has oversight on multi services delivery globally from governance perspective. |
| Terms and conditions of re-appointment | As per the resolution of this Notice read with the explanatory statement thereto | As per the resolution of this Notice read with the explanatory statement thereto | As per the resolution of this Notice read with the explanatory statement thereto |
| Details of remuneration last drawn (FY 2022-23) | N.A. | N.A. | N.A. |
| Details of remuneration sought to be paid | Sitting Fees for attending Meeting | Sitting Fees for attending Meeting | Sitting Fees for attending Meeting |

| | | | |
|---|--|---|--|
| Directorships in other Companies (excluding foreign companies) | 1. LGRS Solutions Private Limited 2. Teknovate Enterprise Solutions Private Limited | 1. Kernel Edtech Private Limited 2. Codgrey Technologies Private Limited 3. LXL Ideas Private Limited 4. Krayons Entertainment Private Limited 5. S S Edutainment Private Limited 6. Edumedia Publications Private Limited | None |
| Membership / Chairpersonship of Committees in other companies (excluding foreign companies) | Not Applicable | Not Applicable | None |
| Listed entities from which the Director has resigned from Directorship in last 3 (three) years | Not Applicable | Not Applicable | None |
| No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice) | Not Applicable | Not Applicable | Not Applicable |
| Inter-se relationship with other Directors and Key Managerial Personnel of the Company | No relation with any other director and KMP of the Company | No relation with any other director and KMP of the Company | No relation with any other director and KMP of the Company |
| No. of shares held: | | | |
| (a) Own | Nil | Nil | Nil |
| (b) For other persons on a beneficial basis | Nil | Nil | Nil |

**By Order of the Board of Directors
For Trigyn Technologies Limited**

**Mukesh Tank
Company Secretary & Legal
Membership No.: FCS 9604**

Regd. Office:
27, SDF I, SEEPZ, M.I.D.C.,
Andheri (East),
Mumbai - 400 096,

**Place: Mumbai
Date: January 18, 2024.**