

September 03, 2020

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



TRIGYN
technologies

Dear Sirs,

Sub: **Intimation of 34th Annual General Meeting, Book Closure, Cut-off and Record Date.**

We would like to inform you that the Thirty Fourth (34th) Annual General Meeting (AGM) of the members of the Company is scheduled to be held on **Monday, September 28, 2020 at 3.30 p.m. via Video Conferencing/Other Audio Visual Means** in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to transact the business as set out in the notice of the said AGM.

In compliance with the relevant circulars, the Annual Report for the financial year 2019- 20, comprising the Notice of the AGM and the standalone and consolidated financial statements for the financial year 2019-20, along with Board's Report, Auditors' Report and other documents required to be attached thereto, will be sent to all the members of the Company whose email addresses are registered with the Company / Depository Participant(s).

The details of book closure and record date for the purpose of AGM is as under:

Type of Security	Book Closure	Cut-off date for the purpose of voting at the AGM and Remote E-voting	Record Date
Equity Shares	From Friday, September 25, 2020 To Monday, September 28, 2020 (both days inclusive)	Monday, September 21, 2020	Friday, September 18, 2020

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members of the Company to cast their votes by electronic means on all resolutions set out in the 34th AGM Notice through e-voting services provided by National Securities Depositories Limited (NSDL)

“Cut-off date” for determining the eligibility of members to vote by remote e-voting or voting at the 34th AGM is **Monday, September 21, 2020**. The **remote e-voting** will commence on **Friday, September 25, 2020 (9:00 A.M.)** and end on **Sunday, September 27, 2020 (5:00 P.M.)**.

www.trigyn.com

The Company has fixed **Friday, September 18, 2020 as the "Record Date"** for the purpose of determining the members eligible to receive dividend for the financial year 2019-20.

The dividend, if declared at the AGM, will be paid to the Members within 30 days from the date of approval to those Members/Beneficial owners whose names appear in the Register of Members/Depository records as at close of business hours on September 18, 2020.

Copy of Notice of 34th AGM of the Company along with Statement pursuant to the Section 102 of the Companies Act, 2013 and instruction for e-voting facility is attached herewith for your records.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Trigyn Technologies Limited

A handwritten signature in blue ink that reads "Mukesh Tank" with a horizontal line underneath the name.

Mukesh Tank

Company Secretary & Compliance Officer

NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting (AGM) of the members of **Trigyn Technologies Limited** will be held on Monday, September 28th, 2020, at 3:30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of financial statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2020, including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare a final dividend of Rs. 0.25 per equity share, for the year ended March 31, 2020.

Item No. 3 – Re-appointment of Director

To re-appoint Dr. P. Raja Mohan Rao, (DIN: 00157346) who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. P. Raja Mohan Rao (DIN: 00157346) who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company;

RESOLVED FURTHER THAT Dr. P. Raja Mohan Rao, Non-Executive Director of the Company be re-appointed as a Director immediately on retirement by rotation, shall continue to hold his office of Non-Executive Director, and such re-appointment as such director shall not be deemed to constitute a break in his appointment as Non-Executive Director."

SPECIAL BUSINESS

Item No. 4 – Appointment of Mr. Dilip Hanumara as Executive Director and Chief Executive Officer of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Dilip Hanumara (DIN: 08620342) who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and Articles of Association (AOA) of the Company, w.e.f. December 1, 2019 and who holds office upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(18), 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, consent of the members be and is hereby accorded for the appointment of Mr. Dilip Hanumara (DIN: 08620342) as the Executive Director and Chief Executive Officer(CEO) of the Company, for a period of 3 (three) years with effect from December 1, 2019 up to November 30, 2022 upon the terms & conditions as mentioned herein under –

- Salary – NIL
- Actual reimbursement of business promotion expenses incurred in the course of business of the Company;
- Actual reimbursement of traveling, hotel and other expenses incurred in performance of the duties on behalf of the Company;
- No sitting fees will be paid for attending the meeting of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Director of the company or Company Secretary be and is hereby authorized, on behalf of the company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of companies;

RESOLVED FURTHER THAT any one of the Director and/or Company Secretary of the Company be and are hereby authorized to furnish a copy of this resolution under his signature to anyone concerned or interested in the matter as a duly certified true copy and to do all such acts, deeds or things to give effect to the above resolution.”

Item No. 5 – Ratification and approval of Consultancy Services availed from Mr. R. Ganapathi, Chairman & Non-Executive Director and payment of Annual Consultancy Fee.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 197(4), 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended and approved by the Nomination & Remuneration Committee and the Board of Directors, consent of the Company be and is hereby accorded for ratification and approval of the Consultancy Services availed from Mr R. Ganapathi, Chairman & Non-Executive Director (DIN: 00103623) a “related party” holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013 for a period of 3 (three) years with effect from October 1, 2019 upto September 30, 2022 at an Annual Consultancy Fee of Rs. 40,00,000/- (Rupees Forty Lakhs only) per annum payable monthly and other terms & conditions as set out in the Consultant Agreement entered into between the Company with Mr R. Ganapathi.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

Mukesh Tank
Company Secretary & Legal

Regd. Office:

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

Place: Mumbai

Date: August 14, 2020

Notes for e-AGM Notice:

1. In view of the restrictions on the movement across the country and social distancing guidelines to be followed due to outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA) 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 (hereinafter collectively referred to as “Circulars”), allowed Companies to hold AGM through Video conferencing (VC) or Other Audio Visual Means (OAVM). Hence, in compliance with these Circulars, the annual general meeting of the Company (hereinafter referred as “AGM”) will be conducted through Video Conferencing (VC).
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the AGM is annexed hereto.
3. The requirement to place the matter relating to the appointment of statutory auditors for ratification by members at every AGM is omitted vide notification dated 7 May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, resolution for ratification of the appointment of statutory auditors who were appointed for a period of five years at the 31st AGM held on 28 September 2017 is not proposed at this AGM.

4. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2 in respect of the Directors seeking appointment/re-appointment at the 34th AGM are annexed hereto as **Annexure to the Notice** which forms part of the Explanatory Statement. The Company has received relevant Disclosure / consent from the Directors seeking appointment/re-appointment.
5. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send the Annual Report and the Notice of AGM only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN, by email to the Company's email address ro@trigyn.com or upload the entire documents at https://ris.kfintech.com/email_registration
 - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participants.
 - c) Shareholders are also requested to visit the website of the company www.trigyn.com for downloading the Annual Report and Notice of the AGM.
 - d) The Notice of the 34th AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for the year 2020, will be available on the website of the Company at www.trigyn.com and the website of stock exchanges at BSE Limited www.bseindia.com and National Stock Exchanges of India Ltd www.nseindia.com. The Notice of 34th AGM will also be available on the website of NSDL at www.evoting.nsdl.com
 - e) The Annual Report along with Notice of AGM will be sent to the members, whose names appear in the Register of Members/depositories as at close of business hours on Friday, August 28, 2020.
 - f) Since the AGM will be held through VC, the route map, proxy form and attendance slip are not annexed to this Notice.
6. **AGM through VC:**
 - a) National Securities Depositories Limited ("NSDL") will be providing facility for convening 34th AGM through VC/OAVM Facility, voting through remote e-voting and e-voting during the 34th AGM.
 - b) As per Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint any other person as a proxy to attend and vote at the meeting on his/her behalf and such proxy need not be a member of the company. Since this AGM is being held through VC therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form is not annexed to this Notice.
 - c) Corporate/Institutional Members are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to ID: jha_anmol@yahoo.com with a copy marked to evoting@nsdl.co.in.
 - d) Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 3:15 p.m. IST i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM.
 - e) No restrictions on account of FIFO entry into AGM, will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.
 - f) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Instructions for the Members for attending the AGM through Video Conference (VC):

- a) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
- b) Members are encouraged to join the meeting through laptops for better experience.
- c) Members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e) The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the 34th AGM shall be the same persons mentioned for remote e-voting and reproduced hereunder for convenience:

Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559.

8. Instructions for members for e-voting during the AGM session:

- a) The procedure for e-voting during the AGM is same as the instructions mentioned below for remote e-voting.
- b) Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

9. Submission of questions or queries prior to AGM/ Registration of Speakers:

Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by September 21, 2020 through email on ro@trigyn.com. Such questions shall be taken up during the meeting or replied by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/ Folio no, No. of shares, PAN, mobile number at ro@trigyn.com on or before September 21, 2020. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

10. Inspection

All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2020. Members seeking to inspect such documents can send an email to ro@trigyn.com.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act") and the Register of Contracts or Arrangements in which the directors are

interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

11. Dividend:

- a) Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Friday, September 25, 2020 to Monday, September 28, 2020 (both days inclusive) for the purpose of 34th AGM of the Company and for determining the entitlement of the shareholders for final dividend for the financial year 2019-20, as may be approved by the Members at the meeting.
- b) Final Dividend for the financial year 2019-20, as recommended by the Board, if approved, at the AGM will be paid to the Members within 30 days from the date of approval to those Members/beneficial owners whose names appear in the Register of Members/depository records as at close of business hours on September 18, 2020.
- c) Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants with whom they maintain their demat accounts will be used by the Company for payment of dividend. The Company cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars or bank mandates. Members holding shares in demat form are, therefore, requested to intimate any change in their addresses and/or bank mandate immediately to their Depository Participants
- d) Members holding shares in physical form are requested to register their Electronic Clearing Service (ECS) mandate by submitting the (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (viz. Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) a self-attested copy of the PAN card and (iii) cancelled cheque leaf to the Company's RTA, by email at einward.ris@kfintech.com.
- e) For the shareholders who have not updated their bank account details, the Company will send the dividend warrants at address registered in Company's record once the situation created by the countrywide outbreak of the pandemic COVID-19 gets normalized.
- f) Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
- g) No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-
- h) The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

A. RESIDENT SHAREHOLDERS:

A.1 Tax Deductible at Source for Resident Shareholders

Sr. No	Particulars	Withholding tax rate	Documents required (if any)
1	Valid PAN updated in the Company's Register of Members	7.5%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company /KFinTech

Sr. No	Particulars	Withholding tax rate	Documents required (if any)
(1)	(2)	(3)	(4)
1	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions
2	Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc	NIL	Documentary evidence that the said provisions are not applicable.
3	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961
5	<ul style="list-style-type: none"> • Recognised provident funds • Approved superannuation fund • Approved gratuity fund 	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961

B. NON-RESIDENT SHAREHOLDERS:

Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no.4 of the below table with the Company / KFinTech

Sr. No	Particulars	Withholding tax rate	Documents required (if any)
(1)	(2)	(3)	(4)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate
2	Other Non-resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN 3. Form 10F filled & duly signed 4. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)
3	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority
4	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

Note:

The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / KFinTech post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).

The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://rkarisma.kfintech.com/dividends/> on or before September 18, 2020 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post September 18, 2020 shall not be considered.

Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / KFinTech.

In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

12. Cut-off Date

The Company has fixed Monday, September 21, 2020 as the **Cut-off Date** for remote e-voting. The remote e-voting/ voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. September 21, 2020 only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

13. Remote e-voting

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through NSDL, for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 34th AGM of the Company.

The remote e-voting period begins on **Friday, September 25, 2020 at 9:00 a.m.** (IST) and ends on **Sunday, September 27, 2020 at 5:00 p.m.** (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off Date i.e. **Monday, September 21, 2020**, may cast their votes electronically. The remote e-voting module shall be disabled after 5:00 p.m. (IST) on **Sunday, September 27, 2020**.

The facility for electronic voting system, shall also be made available at the 34th AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

The Members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

INSTRUCTIONS FOR E-VOTING:

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

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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. Your password details 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 for registering your email ids.
 - I In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back) and PAN (self-attested scanned copy of PAN card) by email to ro@trigyn.com / einward.ris@kfintech.com
 - I In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement and PAN (self-attested scanned copy of PAN card) to ro@trigyn.com / einward.ris@kfintech.com.

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

- a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.
14. The Company has designated Mr. Mukesh Tank, Company Secretary to address the grievances connected with the voting by electronic means. The Members can reach Company official at +91-22-6140-0909 or ro@trigyn.com .
 15. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date, being Monday, September 21, 2020.

16. The Board of Directors has appointed Mr. Anmol Jha, Practicing Company Secretary (Membership No. FCS 5962), as Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
17. The Scrutinizer shall, after conclusion of voting at the AGM, first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within 48 hours of conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or an authorised person who shall countersign the same and declare the results of voting forthwith.
18. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The results shall be declared within 48 hours after the Annual General Meeting of the Company. The results along with Scrutiniser's Report shall be placed on the website of the Company (www.trigyn.com), website of NSDL (evoting@nsdl.co.in) and by filing with the Stock Exchanges. It shall also be displayed on the Notice Board at the Registered Office of the Company.
19. Members are requested to note that under Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ('IEPF') constituted by the Central Government of India. Further, all shares in respect of which dividends remain unclaimed/unpaid for seven consecutive years or more, are also required to be transferred to designated Demat Account of the IEPF Authority.
20. Further, all the shareholders who have not claimed/encashed their dividends in the last seven consecutive years from FY 2012-13 are requested to claim the same. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the website of the Company and write to the Company's Registrar before the same becoming due for transfer to the IEPF.
21. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their addresses, telephone numbers, e-mail ids, nominees or joint holders, as the case may be.
22. The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
23. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shares of a listed entity can only be transferred in demat form w.e.f. April 1, 2019 except in cases of transmission or transposition. Therefore, **shareholders are encouraged in their own interest to dematerialize their shareholding to avoid hassle in transfer of shares and eliminate risks associated with physical shares. Members can write to the Registrar in this regard.**
24. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat form may contact their respective Depository Participants for availing this facility and the Registrar in respect of shares held in physical form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 3

Dr. P. Raja Mohan Rao, (DIN 00157346)

Dr. P. Raja Mohan Rao is the Non-Executive Director of Trigyn Technologies Limited. He is a doctorate in Economics and was associated with National Council of Applied Economic Research as a research fellow. After education, he was involved with setting up of various companies in the telecommunications sector. He was instrumental in setting up J T Mobile, a cellular mobile telephone company in AP and Karnataka, which is now a part of AIRTEL. He also served as the President of Telecom Equipment Manufacturers Association of India during 1993-94. He is also an avid social worker actively involved in many philanthropic activities.

ITEM NO. 4**Mr. Dilip Hanumara, (DIN 08620342)**

Mr. Dilip Hanumara is the Executive Director and Chief Executive Officer of the Company.

Upon the recommendation of the Nomination / Remuneration / Compensation committee at their meeting held on 13-11-2019, the Board approved the appointment of Mr. Dilip Hanumara as an Additional Director and subject to approval of the members of the Company at the AGM, also as the Executive Director and Chief Executive Officer of the Company for a period of three years effective from December 1, 2019 till November 30, 2022 with NIL remuneration and on reimbursement of actual expenditures.

It would be in the interest of the Company to avail of the valuable experience and knowledge of Mr. Dilip Hanumara.

The information as required under second proviso to Section (A) of Part II of Schedule V is given below.

I) GENERAL INFORMATION:

- 1) Nature of Industry: Telecom, Information technology, Business Management and Human Resource.
- 2) Date or expected date of commencement of commercial production: Not Applicable (The Company is an existing Company)
- 3) In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus: Not Applicable
- 4) Financial performance based on given indicators:
Particular Period: 01-04-2019 to 31-03-2020
Total Revenue: Rs. 23,696.42 Lakhs
Profit (Loss) after Tax: Rs. 324.78 Lakhs
- 5) Foreign Investment or collaboration, if any: The Company has investment in the following overseas subsidiaries:
 - i) Trigyn Technologies Inc.
 - ii) Trigyn Technologies Schweiz GmbH

II) Information about the Appointee:

- 1) Background Details: Mr. Dilip Hanumara is a hands-on Chief Executive Officer (CEO) and a problem solver. He has domestic and international experience in business development, operations, P&L oversight, product development & multichannel distribution at start-up and growth organizations.

In 2018, Mr. Hanumara founded DHIRA – Digital Human Intelligence & Robotic Applications. Organization that helped its clients with strategy and execution of digital transformation and data & analytics programs using AI/ML.

Prior to DHIRA, Mr. Hanumara led digital transformation and reporting teams at global organizations like BlackRock, Cerberus Capital & GE.

Mr. 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.
- 2) Past Remuneration: Mr. Dilip Hanumara is an entrepreneur and founded a startup in 2018. His venture generated revenues exceeding 1.5 million USD in its first year of operation. Prior to 2018, he earned a salary of over 400,000 USD a year.
- 3) Recognition or awards: Being an entrepreneur role recognition and awards are not mentioned.
- 4) Job Profile and his suitability: Mr. Dilip Hanumara is a hands-on CEO with a clear vision and a growth strategy guided by the core principles. He has been effectively guiding the organization during the current times. His proactive decision making has enabled all employees work from home (before the government shutdown) with no impact on client deliverables.

Mr. Hanumara' s business strategy and implementation of the vision on building top technology talent and solutions combined with effective allocation of resources and unifying culture is able to guide the company towards the growth path.

5) Remuneration proposed:

- Salary – NIL
- Actual reimbursement of business promotion expenses incurred in the course of business of the Company;
- Actual reimbursement of traveling, hotel and other expenses incurred in performance of the duties on behalf of the Company;
- No sitting fees will be paid for attending the meeting of the Board of Directors or any committee thereof.

6) Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person:

The remuneration payable to the appointee is NIL hence comparative remuneration is not applicable.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

The appointee has no pecuniary relationship directly or indirectly with the Company. He is related to Ms. P. Bhavana Rao, Executive Director and Dr. P. Raja Mohan Rao, Non-executive Director of the Company.

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

III) **Other Information**

- 1) Reasons of loss or inadequate profits
- 2) Steps taken or proposed to be taken for improvement
- 3) Expected increase in productivity and profits in measurable terms.

As the remuneration drawn is NIL the information pertaining to Other Information is not applicable.

IV) **Disclosure**

The agreement between the Company and Mr. Dilip Hanumara, inter alia contains the following terms and conditions:

- Salary – NIL
- Actual reimbursement of business promotion expenses incurred in the course of business of the Company;
- Actual reimbursement of traveling, hotel and other expenses incurred in performance of the duties on behalf of the Company;
- No sitting fees will be paid for attending the meeting of the Board of Directors or any committee thereof.

Mr. Dilip Hanumara shall not so long as he functions as such, become interested or otherwise concerned in any selling agency of the Company in future without the prior approval of the Central Government / National Company Law Tribunal.

The agreement and the resolution of the Annual General Meeting referred to in the Resolution will be open for inspection by the members at the Registered Office of the Company on any working day, except Saturdays during business hours up to the date of the meeting.

This may also be treated as an abstract of the agreement and the Memorandum of Interest of Directors therein pursuant to the provisions of Section 190 of the Companies Act, 2013.

Your Directors are confident that appointment of Mr. Dilip Hanumara as Executive Director and Chief Executive Officer 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. P. Bhavana Rao, Executive Director and Dr. P. Raja Mohan Rao, Non-executive Director of the Company is interested in resolution no. 4 being related to Mr. Dilip Hanumara.

ITEM NO. 5**Mr. R. Ganapathi, (DIN 00103623)**

Mr. R. Ganapathi is the Chairman and Non-Executive Director of Trigyn Technologies Limited. He is an IIT, Madras graduate with a B.Tech Degree. He is also a fellow of the Indian Institute of Foreign Trade. He gained rich experience while working with Bharat Heavy Electricals Ltd. He is actively involved in execution of welfare projects undertaken by Rotary Clubs and was Governor of Rotary International. He has a marketing consultancy firm in the areas of power projects and power transmission. He is also associated with software training. Among others he is also on the Board of Orient Green Power Limited and Elnet Technologies Limited among others.

He is also the President of SICCI (Southern India Chamber of Commerce and Industry) and is a member of the National Executive Committee of FICCI.

With a view to continue getting benefit of the rich experience of Mr. R. Ganapathi on the lighter engagement level, the Board at its meeting held on November 13, 2019, based on the recommendation of the Nomination & Remuneration Committee and the approval of the Audit Committee, approved the appointment of Mr. R. Ganapathi to act as a Consultant to the Company on an annual remuneration of Rs. 40,00,000/- (Rupees Forty Lakhs only) per annum payable monthly subject to the approval of the Shareholders, and executed a Consultancy Agreement. Further, in terms of Section 188(1) (f) of the Companies Act, 2013, the appointment of a Director or a relative of director to an Office or Place of Profit in a company drawing a monthly remuneration exceeding Rs. 2.5 Lakh also requires approval of the Shareholders of the company.

The Consultancy Agreement is available for inspection at the Registered Office of the Company during the business hours on all working days of the Company between 10.00 a.m. and 4.00 p.m. upto the date of the Annual General Meeting.

Hence, the Board recommends the ratification and approval of the appointment of Mr. R. Ganapathi as Consultant and payment of the annual consultancy fee for a period of 3 years with effect from October 1, 2019 upto September 30, 2022.

Except Mr. R. Ganapathi, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

The Board recommends the Ordinary and Special Resolutions set out at Items Nos. 1 to 5 for approval of the members.

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

Mukesh Tank
Company Secretary & Legal

Regd. Office:

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

Place: Mumbai

Date: August 14, 2020

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**MR. DILIP HANUMARA**

Mr. Dilip Hanumara is a hands-on Chief Executive Officer (CEO) and a problem solver. He has domestic and international experience in business development, operations, P&L oversight, product development & multichannel distribution at start-up and growth organizations. In 2018, Mr. Hanumara founded DHIRA – Digital Human Intelligence & Robotic Applications. Organization that helped its clients with strategy and execution of digital transformation and data & analytics programs using AI/ML.

Prior to DHIRA, Mr. Hanumara led digital transformation and reporting teams at global organizations like BlackRock, Cerberus Capital & GE.

Mr. 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.

Date of Birth: August 1, 1977

Date of Appointment: December 1, 2019

- Nature of expertise in specific functional areas: Transformative digital technologies and Information Technology
- Disclosure of Inter-se relationships between Directors and Key Managerial Personnel: Mr. Dilip Hanumara is the spouse of Ms. P. Bhavana Rao, Executive Director of the company and son-in-law of Dr. Raja Mohan Rao, Non-Executive Director of the Company. He is not related to any of the Key Managerial Personnel of the Company.
- Names of listed entities (other than Trigyn Technologies Limited) in which Mr. Dilip Hanumara holds the directorship and the membership of Committees of the Board – None.
- Shareholding in the Company – Nil

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

Mukesh Tank
Company Secretary & Legal

Regd. Office:

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

Place: Mumbai

Date: August 14, 2020

Annexure to the Notice

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

Particulars	Dr P. Raja Mohan Rao	Mr Dilip Hanumara
DIN	00157346	08620342
Date of Birth	15-July-1951	01-Aug-1977
Date of first appointment in the current designation	06-Jun-2018	01-Dec-2019
Qualifications	Doctorate in Economics	Bachelor of Engineering in Computer Science and Engineering
Expertise in specific functional areas	Telecommunication Industry.	Transformative digital technologies and Information Technology
Directorships held in other companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> • Transpicuous Beverages LLP • Karbonn Mobile India Private Limited • United Telelinks (Bangalore) Limited • United Telecoms Limited • Gujarat Online Limited • NOXXALL LLP • Asephina Private Limited • UTL Technologies Limited 	<ul style="list-style-type: none"> • Dhira Software Labs Private Limited
Memberships / Chairmanships of committees of other public companies	NIL	NIL
Number of shares held in the Company	NIL	NIL

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the corporate governance report which is a part of this Annual Report.