

September 02, 2021

**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 35th Annual General Meeting, Book Closure and Cut-off date.**

We would like to inform you that the Thirty Fifth (35<sup>th</sup>) Annual General Meeting (AGM) of the members of the Company is scheduled to be held on **Tuesday, September 28, 2021 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 2020-21, comprising the Notice of the AGM and the standalone and consolidated financial statements for the financial year 2020-21, 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).

In terms of Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Register of Members of the Company will remain closed for the purpose of the AGM of the Company.

The details of book closure and cut-off 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 |
|------------------|--|---|
| Equity Shares    | From<br>Friday, September 24, 2021<br>To<br>Tuesday, September 28, 2021<br>(both days inclusive) | Tuesday, September 21, 2021   |

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 35<sup>th</sup> 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 35<sup>th</sup> AGM is **Tuesday, September 21, 2021**. The **remote e-voting** will commence on **Saturday, September 25, 2021 (9:00 A.M.)** and end on **Monday, September 27, 2021 (5:00 P.M.)**.

Copy of Notice of 35<sup>th</sup> 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.

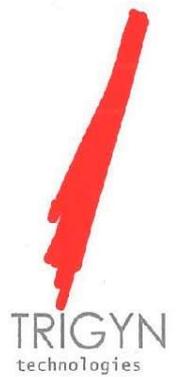
Yours faithfully,

**For Trigyn Technologies Limited**



**Mukesh Tank**

**Company Secretary & Compliance Officer**



**NOTICE**

**NOTICE** is hereby given that the Thirty Fifth Annual General Meeting (AGM) of the members of **Trigyn Technologies Limited** will be held on Tuesday, September 28<sup>th</sup>, 2021, 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, 2021, including the Audited Balance Sheet as at March 31, 2021, 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.

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

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted;

**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Reports of the Auditors thereon, as circulated to the Members, be considered and adopted.”

**Item No. 2 – Re-appointment of Director**

To re-appoint Ms. P. Bhavana Rao, (DIN: 02326788) who retires by rotation and being eligible, offers herself for re-appointment.

To consider and, if thought fit, to pass 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, Ms. P. Bhavana Rao (DIN: 02326788) who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company;

**RESOLVED FURTHER THAT** Ms. P. Bhavana Rao, Executive Director of the Company be re-appointed as a Director immediately on retirement by rotation, shall continue to hold her office of Executive Director, and such re-appointment as such director shall not be deemed to constitute a break in her appointment as Executive Director.”

**SPECIAL BUSINESS****Item No. 3 – Re-Appointment of Mr. K. S. Sripathi as an Independent Director**

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152 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 to the 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, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, Mr. K. S. Sripathi (DIN: 02388109), an Independent Non-executive Director of the Company 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 another term of five consecutive years with effect from October 21, 2021 upto October 20, 2026 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.”

**Item No. 4 – Appointment of Ms. Lakshmi Potluri as an Independent Director**

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

**“RESOLVED THAT** pursuant to Section 149, 150, 152 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, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, Ms. Lakshmi Potluri (DIN: 07382768), who was appointed as an Additional Director of the company with effect from August 11, 2021 under section 161 of the Companies Act, 2013 and who has submitted a declaration that she 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 August 11, 2021 upto August 10, 2026 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.”

**Item No. 5 – Re - Appointment of Ms. Bhavana Rao as Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 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, and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company is hereby accorded for re-appointment of Ms. Bhavana Rao as an Executive Director of the Company for a period of three years from May 17, 2021 to May 16, 2024, upon the principal terms and conditions set out in the explanatory statement attached hereto and the Agreement submitted to this meeting and initialed by the Chairman of the meeting for identification at following remuneration:

- Salary – NIL
- Actual reimbursement of business promotion expenses incurred in the course of business of the Company;
- Actual reimburse 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.”

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 11, 2021

**Notes for e-AGM Notice:**

1. In view of the continuing COVID-19 pandemic across the country and social distancing guidelines to be followed, Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (hereinafter collectively referred to as "Circulars"), allowed Companies to hold AGM through Video conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
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 31<sup>st</sup> 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 35th 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 dated January 15, 2021 read with Circular dated May 12, 2020, 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](mailto:ro@trigyn.com) or upload the entire documents at [https://ris.kfintech.com/email\\_registration](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](http://www.trigyn.com) for downloading the Annual Report and Notice of the AGM.
  - d) The Notice of the 35th AGM and the Annual Report for the year 2021 including therein the Audited Financial Statements for the year 2021, will be available on the website of the Company at [www.trigyn.com](http://www.trigyn.com) and the website of stock exchanges at BSE Limited [www.bseindia.com](http://www.bseindia.com) and National Stock Exchanges of India Ltd [www.nseindia.com](http://www.nseindia.com). The Notice of 35th AGM will also be available on the website of NSDL at [www.evoting.nsdl.com](http://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 27, 2021.
  - 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 35<sup>th</sup> AGM through VC/OAVM Facility, voting through remote e-voting and e-voting during the 35<sup>th</sup> 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 and pursuant to the Circular No.

14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. 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](mailto:jha_anmol@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto: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. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis.
- 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. 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, 2021 through email on [ro@trigyn.com](mailto: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](mailto:ro@trigyn.com) on or before September 21, 2021. 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.

**8. 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, 2021. Members seeking to inspect such documents can send an email to [ro@trigyn.com](mailto: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.

**9. Dividend:**

In view to conserve cash/resources for the growth/future expansion, your directors does not recommend any dividend for the year under review.

**10. Cut-off Date**

The Company has fixed Tuesday, September 21, 2021 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, 2021 only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

**11. 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, (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, 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) for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 35th AGM of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.trigyn.com](http://www.trigyn.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The remote e-voting period begins on **Saturday, September 25, 2021 at 9:00 a.m.** (IST) and ends on **Monday, September 27, 2021 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. Tuesday, September 21, 2021, may cast their votes electronically. The remote e-voting module shall be disabled after 5:00 p.m. (IST) on **Monday, September 27, 2021 at 5:00 p.m.** The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

The facility for electronic voting system, shall also be made available at the 35<sup>th</sup> 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:

**How do I vote electronically using NSDL e-Voting system?****Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting and joining virtual meeting 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="544 1151 1054 1458" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div> |
| Individual Shareholders holding securities in demat mode with CDSL  | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>  |

| 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 or joining virtual meeting & voting during the meeting. |

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

**B) Login Method for e-Voting and joining virtual meeting 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. 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 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.nsd.com](http://www.evoting.nsd.com).
  - b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto:evoting@nsdl.co.in) 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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jha\\_anmol@yahoo.com](mailto:jha_anmol@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. 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](mailto:ro@trigyn.com).
5. 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 Tuesday, September 21, 2021.
6. 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.
7. 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.
8. 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](http://www.trigyn.com)), website of NSDL ([evoting@nsdl.co.in](mailto: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.
9. 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.
10. Further, all the shareholders who have not claimed/encashed their dividends in the last seven consecutive years from FY 2013-14 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.
11. 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.
12. 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.
13. 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.**

14. 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.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [ro@trigyn.com](mailto:ro@trigyn.com) /[einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [ro@trigyn.com](mailto:ro@trigyn.com) /[einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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.
3. 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.
4. 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.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.
5. The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the 35<sup>th</sup> AGM shall be the same persons mentioned for remote e-voting and reproduced hereunder for convenience:

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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

**ITEM NO. 2 and 5**

**Ms. P. Bhavana Rao, (DIN 02326788)**

Ms. P. Bhavana Rao was re-appointed as an Executive Director of the Company at the Thirty Second Annual General Meeting of the Company held on September 28, 2018 for a period of 17-05-2018 to 16-05-2021. Upon the recommendation of the Nomination / Remuneration / Compensation committee at their meeting held on 12-05-2021 to the Board to re-appoint her as an Executive Director of the Company. The Board at their meeting held on 12-05-2021 re-appointed her as an Executive Director for a period of three years from 17-05-2021 to 16-05-2024 with NIL remuneration and on reimbursement of actual expenditures subject to approval of the members of the Company at the AGM. She will however draw a remuneration of USD 175,000 p.a from Trigyn Technologies Inc., USA the wholly-owned subsidiary of the Company as she is working as Senior Vice President-New Technology for Trigyn Technologies Inc., USA.

It would be in the interest of the Company to avail of the valuable experience and knowledge of Ms. P. Bhavana Rao.

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:       | 01-04-2020 to 31-03-2021 |
| Total Revenue:           | Rs. 8,823.15 Lakhs       |
| Profit (Loss) after Tax: | Rs. 300.64 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:

Ms. P. Bhavana Rao, aged about 37 years has done her graduation in B. Tech and post-graduation in MBA (Human Resource). She has rich work experience in the field of Information Technology, e-Governance, Education Training and Telecom. She won award in Citation for Excellence from PES Institute of Technology, in recognition of involvement in research activities, and achieving accolades in various competitions and Special Mention Award at the CSI Regional (South) Competition for Young IT Professionals (2004) for paper titled 'A Versatile Web-Enabled E-learning Engine at a mouse click'. She is working for Trigyn Technologies Inc., under L1 Visa.

2) Past Remuneration: USD 175,000 p.a (USD One Lakh Seventy Five Thousand) from Trigyn Technologies Inc., USA the wholly-owned subsidiary of the Company as she is working as Senior Vice President-New Technology for Trigyn Technologies Inc., USA.

3) Recognition or awards:

She won award in Citation for Excellence from PES Institute of Technology, in recognition of involvement in research activities, and achieving accolades in various competitions and Special Mention Award at the CSI Regional (South) Competition for Young IT Professionals (2004) for paper titled 'A Versatile Web-Enabled E-learning Engine at a mouse click'

4) Job Profile and her suitability

Ms. Bhavana Rao has been associated with the Company for more than 7.5 Years. She is involved in day to day activities of the Company and that has helped her intricately understand the nature of the business of Company due to which she has been able to guide the company towards the growth path.

Her educational qualification is of tremendous help to the Company and helps the Company to deliver excellent performance to its customers and bring new opportunities.

5) Remuneration proposed:

- Salary – NIL
- Actual reimbursement of business promotion expenses incurred in the course of business of the Company;
- Actual reimburse 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. She is related to Dr. P. Raja Mohan Rao, Non-executive Director of the Company.

Ms. P. Bhavana Rao is concerned or interested in resolution no. 2 and 5 in respect of her own appointment. Dr. P. Raja Mohan Rao, Non-executive Director and Mr. Dilip Hanumara, CEO & Executive Director of the Company is interested in resolution no. 2 and 5 being related to Ms. P. Bhavana Rao.

### 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 Ms. P. Bhavana Rao, 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 reimburse 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.

Ms. P. Bhavana Rao shall not so long as she 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 Ms. P. Bhavana Rao as Executive Director shall benefit the overall growth in business of the Company and therefore recommend the resolution for your kind approval.

### ITEM NO. 3

As per provisions of Section 149(4) which has come into force with effect from April 1, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further as per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K. S. Sripathi, being eligible for re-appointment as an Independent Director and offering himself for re- appointment, is proposed to be re-appointed as Independent Directors for another term of five consecutive years from October 21, 2021 upto October 20, 2026.

He has submitted his declaration of independence as required under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI Listing Regulations, 2015 and is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. K. S. Sripathi is interested in the resolution set out at Item No. 3 of the Notice with regard to his reappointment. Relatives of Mr. K. S. Sripathi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

Copy of the draft letter for appointment of Mr. K. S. Sripathi, Independent Director setting out terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, up to and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company.

Accordingly, the Board recommends the re-appointment of Mr. K. S. Sripathi as Independent Directors for a second term of five consecutive years with effect from October 21, 2021 upto October 20, 2026 for approval of the shareholders of the Company by Special Resolution.

#### **Profile of Mr. K. S. Sripathi. (DIN 02388109)**

Mr. K S Sripathi is a Post Graduate in science as also in Business Administration. Having entered the Indian Administrative Service in 1975 he retired as the Chief Secretary of the Government of Tamil Nadu in the year 2010. He had worked with the Government of India as Director and the Joint Secretary in the Ministry of Urban Development. In those capacities, he had lead Indian delegations to several international conferences.

In Tamil Nadu, before becoming the Chief Secretary he was the State Vigilance Commissioner. He was Secretary to the Government of Tamil Nadu in several departments. Notable among them were Forests and Environment, Sports, urban infrastructure, Higher Education, Planning, Special Programs and Finance. He was the Chairman and Managing Director of two State Public Sector Undertakings. He was on the Boards of several SPSUs as also on the Boards of two private sector undertakings as the Government nominee and the Central Silk Board of the Government of India. He was instrumental in introducing office automation as early as in 1986 when the IT sector was still in its nascent stage.

In 2010 he became the State Chief Information Commissioner, which position he held till his retirement in April 2015.

**ITEM NO. 4**

As per provisions of Section 149(4) which has come into force with effect from April 1, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further as per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Lakshmi Potluri as an Additional Independent Director of the Company with effect from August 11, 2021, pursuant to Section 161 of the Companies Act, 2013 who holds office up to the ensuing AGM.

The Company has received from her all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Ms. Lakshmi Potluri to the office of independent director.

Ms. Lakshmi Potluri is interested in the resolution set out at Item No. 4 of the Notice with regard to her appointment. Relatives of Ms. Lakshmi Potluri may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

Copy of the draft letter for appointment of Ms. Lakshmi Potluri setting out terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, up to and including the date of AGM of the Company.

Accordingly, the Board recommends the appointment of Ms. Lakshmi Potluri as an Independent Director for a term of five consecutive years with effect from August 11, 2021 upto August 10, 2026 for approval of the shareholders of the Company by Special Resolution.

**Profile of Ms. Lakshmi Potluri. (DIN 07382768)**

Ms. Lakshmi Potluri comes with 15 years of global experience and has done MBA from Columbia Business School and Master of Science, University of Texas. Lakshmi has worked at Goldman Sachs, IBM, India Head of Shopify.com and had co-founded Jabong.com. Lakshmi is currently the Chief Executive Officer – DCF Ventures. DCF Ventures is the destination for responsible entrepreneurs, connecting entrepreneurs with corporates, investors and subject matter experts. She has mentored several Indian and global startups, conducted global impact labs, multi-nation hackathons, global pitchfests with 1000's of international startups.

Lakshmi is the recipient of several entrepreneurship awards and speaker at CII, FICCI, global conference.

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 11, 2021

## Annexure to the Notice

## Details of Directors retiring by rotation/seeking appointment/re-appointment at the Annual General Meeting

| Particulars  | Ms. P. Bhavana Rao   | Mr. K S Sripathi   | Ms. Lakshmi Potluri  |
|--|--|--|--|
| <b>DIN</b>   | 02326788   | 02388109   | 07382768   |
| <b>Date of Birth</b>   | 15-09-1983   | 09-10-1951   | 05-11-1976   |
| <b>Date of first appointment in the current designation</b>  | 17-05-2018   | 21-10-2016   | 11-08-2021   |
| <b>Qualifications</b>  | B Tech (IT) and post-graduation in MBA (Human Resource)  | Post Graduate in science and Business Administration   | MBA, Columbia Business School<br>Master of Science, University of Texas                          |
| <b>Expertise in specific functional areas</b>  | Telecommunication Industry   | Business Administration, Information Technology and Finance,   | Information Technology, Business Administration and Mentored several Indian and global startups. |
| <b>Directorships held in other companies (excluding foreign companies and Section 8 companies)</b> | <ul style="list-style-type: none"> <li>• Leading Edge Infotech Limited</li> <li>• Trigyn Technologies (India) Private Limited</li> <li>• United Telelinks (Bangalore) Limited</li> <li>• United Telecoms Limited</li> <li>• United Sustainable Energy India Private Limited</li> <li>• New Era Power Corporation Limited</li> <li>• United Wireless Technologies Limited</li> <li>• ITASCA Software Development Private Limited</li> <li>• UTL Technologies Limited</li> </ul> | <ul style="list-style-type: none"> <li>• Shriram Epc Limited</li> </ul>  | <ul style="list-style-type: none"> <li>• Getdriven Technologies Private Limited</li> </ul>       |
| <b>Memberships / Chairmanships of committees of other public companies</b>                         | NIL  | Shriram Epc Limited<br><ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination / Compensation /Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> </ul> | NIL  |
| <b>Number of shares held in the Company</b>  | NIL  | 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.