

Corporate Governance Report

Annexure A

1. Name of Listed Entity - Trigyn Technologies Limited

2. Quarter ending : March 31, 2019

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in current term	Date of cessation	Tenure (in months)	Date of Birth	Number of Directorship in listed entities including this listed entity [Refer Regulation 25 (1)]	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity [Refer Regulation 26(1)]	Number of post of Chairperson in Audit / Stakeholders Relationship Committee held in listed entities including this listed entity [Refer Regulation 26(1)]
Mr	Ramachandran Ganapathi	00103623	Chairperson - Executive Director	27-10-2006	-	-	28-06-1955	4	9	0
Ms	Bhavana Rao	02326788	Executive Director	17-05-2018	-	-	15-09-1983	1	2	0
Mr	Dr. Raja Mohan Rao Potluri	00157346	Non-Executive - Non Independent Director	06-06-2018	-	-	15-07-1951	1	1	0
Mr	Venkata Cherukuri Varaprasad	00556469	Non-Executive - Independent Director	26-09-2014	-	54	17-06-1953	1	1	0
Mr	Bhiva Rao Rajdhar Patil	03279483	Non-Executive - Independent Director	26-09-2014	-	54	13-03-1941	1	2	1
Mr	Vivek Virendra Khare	02877606	Non-Executive - Independent Director	26-09-2014	-	54	01-09-1953	1	2	1
Mr	Subramaniyam Mohan Narayanan	01510020	Non-Executive - Independent Director	26-09-2014	-	54	21-05-1958	1	1	0
Mr	Atiqur Rahman Ansari	00200187	Non-Executive - Independent Director	26-09-2014	-	54	01-07-1952	1	2	0
Mr	Pradeep Kumar Panja	03614568	Non-Executive - Independent Director	01-11-2016	-	29	02-10-1955	4	3	0
Mr	Kodumudi Sambamurthi Sripathi	02388109	Non-Executive - Independent Director	21-10-2016	-	29	09-10-1951	2	3	1

## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ramachandran Ganapathi	Executive Director	27-10-2006	-
		Vivek Virendra Khare	Non-Executive - Independent Director - Chairman	06-10-2009	-
		Bhavana Rao	Executive Director	09-02-2011	-
		Dr. Raja Mohan Rao Potluri	Non-Executive - Non Independent Director	04-08-2017	-
		Bhiva Rao Rajdhar Patil	Non-Executive - Independent Director	01-10-2010	-
		Atiqur Rahman Ansari	Non-Executive - Independent Director	14-08-2013	-
		Subramaniam Mohan Narayanan	Non-Executive - Independent Director	04-08-2017	-
		Kodumudi Sambamurthi Sripathi Pradeep Kumar Panja	Non-Executive - Independent Director Non-Executive - Independent Director	04-08-2017 04-08-2017	- -
2. Nomination and Remuneration Committee Meeting	Yes	Bhiva Rao Rajdhar Patil	Non-Executive - Independent Director	01-10-2010	-
		Atiqur Rahman Ansari	Non-Executive - Independent Director - Chairman	03-02-2016	-
		Vivek Virendra Khare	Non-Executive - Independent Director	06-10-2009	-
		Subramaniam Mohan Narayanan Dr. Raja Mohan Rao Potluri	Non-Executive - Independent Director Non-Executive - Non Independent Director	14-08-2013 04-08-2017	- -
3. Stakeholders' Relationship Committee	Yes	Ramachandran Ganapathi	Executive Director	27-10-2006	-
		Bhavana Rao	Executive Director	09-02-2011	-
		Venkata Cherukuri Varaprasad	Non-Executive - Independent Director	26-09-2006	-
		Vivek Virendra Khare	Non-Executive - Independent Director	06-10-2009	-
		Bhiva Rao Rajdhar Patil	Non-Executive - Independent Director	01-10-2010	-
		Atiqur Rahman Ansari	Non-Executive - Independent Director -	14-08-2013	-
4. Risk Management Committee	Yes	Bhavana Rao	Executive Director	07-08-2015	-
		Bhiva Rao Rajdhar Patil	Non-Executive - Independent Director	07-08-2015	-
		Atiqur Rahman Ansari	Non-Executive - Independent Director	07-08-2015	-
5. Corporate Social Responsibility Committee	Yes	Dr. Raja Mohan Rao Potluri	Non-Executive - Non Independent Director	23-05-2014	-
		Bhavana Rao	Executive Director - Chairman	23-05-2014	-
		Atiqur Rahman Ansari	Non-Executive - Independent Director	23-05-2014	-

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
November 5, 2018	February 5, 2019	91

**IV. Meetings of Committees**

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days)
Audit Committee	February 5, 2019	Yes	November 5, 2018	91
Stakeholders Relationship Committee	February 5, 2019	Yes	November 5, 2018	91

**V. Related Party Transactions**

Subject	Compliance Status (Yes / No / NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
Affirmations	Yes / No
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee (applicable to the top 100 listed companies)	Yes
3. The above committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes

The report submitted for the previous quarter ended December 31, 2018 had been placed before Board of Directors. No comments / observations / advice were received from the Board of Directors.

This report will be placed before Board of Directors at its next meeting. Any comments / observations / advice of Board of Directors will be mentioned.

**Name:** Mukesh Tank  
**Designation:** Company Secretary  
**Date:** April 11, 2019

Name of the Listed Entity – Trigyn Technologies Limited

Financial Year ended – March 31, 2019

## I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance	Web Address
Details of business	Yes		<a href="https://www.trigyn.com/AboutTrigyn/CompanyProfile.aspx">https://www.trigyn.com/AboutTrigyn/CompanyProfile.aspx</a>
Terms and conditions of appointment of independent directors	Yes		<a href="https://www.trigyn.com/Investors/CodesandPolicies/LetterofAppointmentofIndependentDirector.aspx">https://www.trigyn.com/Investors/CodesandPolicies/LetterofAppointmentofIndependentDirector.aspx</a>
Composition of various committees of board of directors	Yes		<a href="https://www.trigyn.com/AboutTrigyn/CorporateGovernance.aspx">https://www.trigyn.com/AboutTrigyn/CorporateGovernance.aspx</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.trigyn.com/Investors/CodesandPolicies/CodeofConduct.aspx">https://www.trigyn.com/Investors/CodesandPolicies/CodeofConduct.aspx</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.trigyn.com/Investors/CodesandPolicies/WhistleBlowerPolicy.aspx">https://www.trigyn.com/Investors/CodesandPolicies/WhistleBlowerPolicy.aspx</a>
Criteria of making payments to non executive directors	Yes		<a href="https://www.trigyn.com/Investors/CodesandPolicies/CriteriaForMakingPaymentToNonExecutiveDirectors.aspx">https://www.trigyn.com/Investors/CodesandPolicies/CriteriaForMakingPaymentToNonExecutiveDirectors.aspx</a>
Policy on dealing with related party transactions	Yes		<a href="https://www.trigyn.com/Investors/CodesandPolicies/RelatedPartyTransactionPolicy.aspx">https://www.trigyn.com/Investors/CodesandPolicies/RelatedPartyTransactionPolicy.aspx</a>
Policy for determining 'material' subsidiaries	Yes		<a href="https://www.trigyn.com/Investors/CodesandPolicies/PolicyonMaterialSubsidiaries.aspx">https://www.trigyn.com/Investors/CodesandPolicies/PolicyonMaterialSubsidiaries.aspx</a>
Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.trigyn.com/Investors/CodesandPolicies/FamiliarisationProgrammeforIndependentDirector.aspx">https://www.trigyn.com/Investors/CodesandPolicies/FamiliarisationProgrammeforIndependentDirector.aspx</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.trigyn.com/Investors/InvestorContact.aspx">https://www.trigyn.com/Investors/InvestorContact.aspx</a>
Email address for grievance redressal and other relevant details	Yes		<a href="https://www.trigyn.com/Investors/InvestorContact.aspx">https://www.trigyn.com/Investors/InvestorContact.aspx</a>
Financial results	Yes		<a href="https://www.trigyn.com/Investors/FinancialReports.aspx">https://www.trigyn.com/Investors/FinancialReports.aspx</a>
Shareholding pattern	Yes		<a href="https://www.trigyn.com/Investors/ShareholdingPattern.aspx">https://www.trigyn.com/Investors/ShareholdingPattern.aspx</a>
Details of agreements entered into with the media companies and/or their associates	NA		-
New name and the old name of the listed entity	NA		-

## II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

<b>III Affirmations:</b>	<b>Compliance status (Yes/No/NA)</b>
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
<b>Name:</b> Mukesh Tank <b>Designation:</b> Company Secretary <b>Date:</b> April 11, 2019	