



## TRIGYN TECHNOLOGIES LIMITED

CIN: L72200MH1986PLC039341

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

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

### NOTICE OF POSTAL BALLOT AND E-VOTING

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

<i>E-VOTING STARTS ON</i>	<i>E-VOTING ENDS ON</i>
<b>May 30, 2024</b>	<b>June 28, 2024</b>

Dear Members,

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

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

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

The Company will send Postal Ballot Notice only by email to all Members who have registered their email addresses with the Company / KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company ('RTA') or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, May 24, 2024 ("cut-off date")**.

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

The remote e-Voting period commences on **Thursday, May 30, 2024 from 9.00 A.M. (IST) and ends on Friday, June 28, 2024 at 5.00 pm (IST) (both days inclusive)**. Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) **on Friday, June 28, 2024**.

Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot through e-voting shall be declared by the Chairman or any person authorized by him on or before **on Saturday, June 29, 2024**.

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

The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Company will also display the results of the Postal Ballot at its Registered Office. The last date of e-Voting i.e. **on Friday, June 28, 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

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

### **Resolution No. 1**

#### **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 five years from **May 17, 2024 to May 16, 2029**, 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**

Membership No.: FCS 9604

**Place: Mumbai**

**Date: May 24, 2024**

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

## Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 forms part of the explanatory statement forming part of this Notice.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on **Friday, May 24, 2024** (“Cut-off Date”).
3. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
4. Members may note that, the Postal Ballot Notice is also available on website of the Company i.e. on <https://www.trigyn.com/> and website of stock exchanges i.e. <https://www.bseindia.com/> and <https://www.nseindia.com/> and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/>
5. The voting rights of Members shall be in proportion to their shares of the paid-up Share Capital of the Company as on cut-off date i.e. as on **Friday, May 24, 2024**.
6. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
7. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **June, 28, 2024** Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company’s website <https://www.trigyn.com/> and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/> , and communicated to the stock exchanges and RTA.
9. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [ro@trigyn.com](mailto:ro@trigyn.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
10. In accordance with the MCA Circulars, the Members are requested to take note of the following:

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

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

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

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

- a. In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
- b. The e-voting period commences on **Thursday, May 30, 2024 from 9.00 A.M. (IST) and ends on Friday, June 28, 2024 at 5.00 pm (IST) (both days inclusive)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- c. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. **Friday, May 24, 2024**.
- d. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. **Friday, May 24, 2024** (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

#### **INSTRUCTIONS FOR E-VOTING:**

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

#### **How do I vote electronically using NSDL e-Voting system?**

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

#### **Step 1: Access to NSDL e-Voting system**




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

#### **Step 1: Access to NSDL e-Voting system**

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <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.</li> <li>4. 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="517 933 1019 1231" style="border: 1px solid black; padding: 5px; 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>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</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.

**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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically on NSDL e-voting system.**

1. After successfully logging in following Step 1, you will be able to see the EVEN of all companies in which you hold shares and whose voting cycle is in active status.
2. Select the EVEN of Trigyn Technologies Limited.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on the 'Submit' and 'Confirm' buttons when prompted.
5. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the 'Print' option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

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

**Information at glance**

<b>Particulars</b>	<b>Notes</b>
Cut-off Date to determine eligible numbers to vote on the resolution	<b>Friday, May 24, 2024</b>
Voting start time and date	<b>9.00 a.m. IST, Thursday, May 30, 2024</b>
Voting end time and date	<b>5.00 p.m. IST, Friday, June, 28, 2024</b>
Date on which the resolution is deemed to be passed	Last date of Voting, <b>Friday, May, 24, 2024</b>
Name, address and contact details of Registrar and Share Transfer Agent.	Contact name: Mr. Ganesh Chandra Patro, Assistant Vice President KFin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Contact number – 1800-309-4001
Name, address and contact details of e-voting service provider	Contact name: Mr. Amit Vishal Deputy Vice President Ms. Pallavi Mhatre Senior Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Contact details: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> ; Contact number- 022 - 4886 7000
NSDL e-voting website address	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>



## EXPLANATORY STATEMENT

(pursuant to Sections 102(1) and 110 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the businesses mentioned under Item No. 1 of the accompanying Notice:

### **Resolution No. 1**

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

##### **Re-Appointment of Ms. Bhavana Rao, (DIN 02326788) as an Executive Director.**

Ms. Bhavana Rao was re-appointed as an Executive Director of the Company at the Thirty Fifth Annual General Meeting of the Company held on September 28, 2021 for a period commencing from May 17, 2021 to May 16, 2024. Upon the recommendation of the Nomination / Remuneration / Compensation committee at their meeting held on May 06, 2024 subject to approval of the Board to re-appoint her as an Executive Director of the Company. The Board vide its Resolution dated May 14, 2024 has approved the re-appointment of Ms. Bhavana Rao as an Executive Director for a period of five years from **May 17, 2024 to May 16, 2029** with NIL remuneration and on reimbursement of actual expenditures subject to approval of the members of the Company at the AGM / Postal Ballot process. 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 Director & Chairperson of Trigyn Technologies Inc., USA.

It would be in the interest of the Company to avail of the valuable experience and knowledge of Ms. 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	:	01-04-2022 to 31-03-2023
Total Revenue	:	Rs. 17,251.95 Lakhs
Profit (Loss) after Tax	:	Rs. 430.17 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) Tenure of Appointment

The appointment of Ms. Bhavana Rao as Executive Director of the Company is for a period of five years with effect from **May 17, 2024 to May 16, 2029**.
- 2) Background Details:

Ms. Bhavana Rao, aged about 40 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.
- 3) 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 Director & Chairperson of Trigyn Technologies Inc., USA.

4) 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'

5) Job Profile and her suitability

Ms. Bhavana Rao has been associated with the Company for more than 13 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 the 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.

6) 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.

7) 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.

8) 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. Bhavana Rao is concerned or interested in resolution no. 1 in respect of her own appointment. Dr Raja Mohan Rao, Non-executive Director also interested in resolution no. 1 being related to Ms. 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. 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. 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. Bhavana Rao as Executive Director shall benefit the overall growth in business of the Company and therefore recommend the resolution for your kind approval.

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

The profile and specific areas of expertise of Ms. Bhavana Rao and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as **Annexure A**.

Except Mrs. Bhavana Rao and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolutions set out in the Notice.

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

**Place: Mumbai  
Date: May 24, 2024.**

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

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

## Annexure A

### DETAILS OF DIRECTORS SEEKING APPOINTMENT

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

<b>Name of the Director</b>	<b>Ms. Bhavana Rao</b>
<b>DIN</b>	02326788
<b>Date of Birth</b>	15-09-1983
<b>Age</b>	40 years
<b>Date of first appointment on the Board</b>	17-05-2018
<b>Qualifications</b>	B Tech (IT) and post-graduation in MBA (Human Resource)
<b>Expertise in specific functional areas</b>	Telecommunication Industry
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	core competencies in building successful teams for delivering results in challenging situations
<b>Terms and conditions of re-appointment</b>	As per the resolution of this Notice read with the explanatory statement thereto
<b>Details of remuneration last drawn (FY 2023-24)</b>	N.A.
<b>Details of remuneration sought to be paid</b>	Nil
<b>Directorships in other Companies (excluding foreign companies)</b>	1. Leading Edge Infotech Limited 2. Trigyn Technologies (India) Private Limited 3. United Telelinks (Bangalore) Limited 4. United Telecoms Limited 5. United Sustainable Energy India Private Limited 6. United Wireless Technologies Limited 7. ITASCA Software Development Private Limited 8. UTL Technologies Limited
<b>Membership / Chairpersonship of Committees in other companies (excluding foreign companies)</b>	Not Applicable
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Not Applicable
<b>No. of Board Meetings attended during FY 2023-24</b>	5 (five)
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	Ms. Bhavana Rao is a relative of Dr. Raja Mohan Rao.
<b>No. of shares held:</b>	
<b>(a) Own</b>	Nil
<b>(b) For other persons on a beneficial basis</b>	Nil

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

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

**Place: Mumbai  
Date: May 24, 2024.**

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