



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>
February 25, 2025	March 26, 2025

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, February 14, 2025 ("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 **Tuesday, February 25, 2025 from 9.00 A.M. (IST) and ends on Wednesday, March 26, 2025 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 Wednesday, March 26, 2025**.

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 Thursday, March 27, 2025**.

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 Wednesday, March 26, 2025**, 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.

SPECIAL BUSINESS:

Resolution No. 1

APPROVAL OF TRIGYN TECHNOLOGIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025 ("TTL-ESOP 2025")

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

"RESOLVED THAT pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "**Act**"), the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "**SEBI Listing Regulations**"), the circulars/ guidelines issued by the Securities and Exchange Board of India ("**SEBI**"), the provisions of the Foreign Exchange Management Act, 1999 (the "**FEMA**") and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions and sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("**NRC**") constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), approval and the consent of the shareholders of the Company be and is hereby accorded to introduce and implement "**Trigyn Technologies Limited - Employee Stock Option Plan 2025**" ("**TTL-ESOP 2025**" / "**Scheme**" / "**Plan**") and to create, offer and grant from time to time, in one or more tranches, not exceeding 4,50,000 (Four Lakh Fifty Thousand) Employee Stock Options ("**ESOPs**" / "**Option(s)**"), being 1.46% (One point Four Six Percent) of the total outstanding equity shares of the Company as at December 31, 2024, ("**ESOP Pool**"), to such persons who are in permanent employment of the Company and whether in India or outside India, including any director, whether whole time or otherwise (other than promoters and promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as provided under TTL-ESOP 2025, (hereinafter referred to as an "**Eligible Employee(s)**"), exercisable into not more than 4,50,000 (Four Lakh Fifty Thousand) fully paid-up equity shares of the Company in aggregate of face value of ₹10/- (Rupees Ten only) each, to be transferred to the option grantees, at such price or prices and on such terms and conditions as may be decided by the Board and in accordance with the provisions of the TTL-ESOP 2025, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case of a share split or consolidation, if the revised face value of the share is less or more than the current face value as prevailing on the date of coming into force of this scheme, the maximum number of shares available for being granted under TTL-ESOP 2025, as specified above shall stand modified accordingly, so as to ensure that the aggregate benefit (No. of Shares (X) face value per Share) prior to such Share split or consolidation does not reduce after such Share split or consolidation.

RESOLVED FURTHER THAT the equity shares issued and allotted by the Company upon exercise of Options from time to time in accordance with the TTL-ESOP 2025 (in case of fresh issuance of equity shares), shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the number of ESOPs that may be granted to the Employee(s), during any one financial year, under the Plan shall not equal to or exceed 1% of the total issued equity share capital in a financial year (excluding outstanding warrants and conversions) of the Company as at the time of grant of options except prior approval from shareholders by way of separate resolution in the general meeting.

RESOLVED FURTHER THAT the Options that have lapsed either by reason of non-vesting/ non-exercise be added to the ESOP Pool for future grants.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the TTL-ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to bring into effect the TTL-ESOP 2025 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the TTL-ESOP 2025 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the TTL-ESOP 2025 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the TTL-ESOP 2025 (in case of fresh issuance of equity shares) on the stock exchange, where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations and other applicable laws, guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of TTL-ESOP 2025 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board is hereby authorise to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

Resolution No. 2

APPROVAL FOR EXTENSION TRIGYN TECHNOLOGIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025 (“TTL-ESOP 2025”) TO THE EMPLOYEES OF THE EXISTING SUBSIDIARY COMPANY(IES) OR ASSOCIATE COMPANY(IES) OF THE COMPANY IN INDIA OR OUTSIDE INDIA.

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

“**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “**Act**”), the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as “**SEBI Listing Regulations**”), the circulars/ guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), the provisions of the Foreign Exchange Management Act, 1999 (the “**FEMA**”) and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (“**NRC**”) constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), subject to the approval of shareholders in the General Meeting by way of Special Resolution, the approval and the consent of the Board of Directors of the Company be and is hereby accorded to extend the benefits of Trigyn Technologies Limited - Employee Stock Option Plan 2025 (“**TTL-ESOP 2025**”) to the permanent employees including directors whether whole time or otherwise, (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of existing and future subsidiary company(ies) or associate company(ies) of the Company, whether in India or outside India (hereinafter referred to as an “**Employee(s)**”), within the overall ceiling limit of 4,50,000 (Four Lakh Fifty Thousand) Employee Stock Options (“**ESOPs**”/ “**Option(s)**”) exercisable into not more than 4,50,000 (Four Lakh Fifty Thousand) fully paid-up equity shares in the Company in aggregate of face value of ₹10/- (Rupees Ten Only) each under the TTL-ESOP 2025, at such price or prices and on such terms and conditions as may be decided by the Board and in accordance with the provisions of the TT-ESOP 2025, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case of a share split or consolidation, if the revised face value of the share is less or more than the current face value as prevailing on the date of coming into force of this scheme, the maximum number of shares available for being granted under TTL-ESOP 2025, as specified above shall stand modified accordingly, so as to ensure that the aggregate benefit (No. of Shares X face value per Share) prior to such Share split or consolidation does not reduce after such Share split or consolidation.

RESOLVED FURTHER THAT the equity shares issued and allotted by the Company upon exercise of Options from time to time in accordance with the TTL-ESOP 2025 (in case of fresh issuance of equity shares), shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the number of ESOPs that may be granted to the Employee(s), during any one financial year, under the Plan shall not equal to or exceed 1% of the total issued equity share capital in a financial year (excluding outstanding warrants and conversions) of the Company as at the time of grant of options except prior approval from shareholders by way of separate resolution in the general meeting.

RESOLVED FURTHER THAT the Options that have lapsed either by reason of non-vesting/ non-exercise be added to the ESOP Pool for future grants.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the TTL-ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to bring into effect the TTL-ESOP 2025 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the TTL-ESOP 2025 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the TTL-ESOP 2025 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the TTL-ESOP 2025 (in case of fresh issuance of equity shares) on the stock exchange, where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations and other applicable laws, guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may in his absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of TTL-ESOP 2025 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board is hereby authorise to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

Resolution No. 3

TO APPROVE RENEWAL OF CONSULTANCY SERVICE AGREEMENT OF MR. R. GANAPATHI.

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

“**RESOLVED THAT** pursuant to Section 197(4), 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended and approved by the Nomination & Remuneration Committee and the Board of Directors, consent of the Company be and is hereby accorded for ratification and approval of the Consultancy Services availed from Mr. R. Ganapathi, Non-Executive Director (DIN: 00103623) a “related party” holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013 for a period of 1 (one) year with effect from **February 20, 2025** upto **February 19, 2026** at an Annual Consultancy Fee of Rs. 12,00,000/- (Rupees Twelve Lacs Only) per annum payable monthly and other terms & conditions as set out in the Consultant Agreement entered into between the Company with Mr. R. Ganapathi;

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

Resolution No. 4

TO CONSIDER THE RENEWAL OF APPOINTMENT OF MR. DILIP HANUMARA AS STRATEGIC ADVISOR TO THE MANAGEMENT.

To consider and if thought fit, to pass the following Resolution as a **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) read with Rule 15(3)(b) of Companies (Meetings of Board and Its Powers) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification/s or re-enactment/s thereof for the time being in force, as per the recommendation, considered and approval of the Nomination and Remuneration Committee, at its meeting held on February 03, 2025, Audit Committee at its meeting held on February 04, 2025 and Board of Directors at meeting held on February 20, 2025, respectively, the consent of the Company be and is hereby accorded for the renewal of appointment of Mr. Dilip Hanumara, who is a relative of Ms. Bhavana Rao Potluri, Executive Director and Dr. Rajamohan Rao, Non-Executive Director as a Strategic Advisor to the Management to hold an office or place of profit under the Company, with such designation as may be decided from time to time, with effect from **February 24, 2025** for a period of Twelve Months ending on **February 23, 2026** (both days inclusive) on an monthly remuneration of US\$ 33,330/- to be paid by M/s Trigyn Technologies Inc., the Wholly Owned Subsidiary of the Company;

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

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

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

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

Place: Mumbai

Date: February 20, 2025

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, February 14, 2025 (“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, February 14, 2025.
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., Wednesday, March 26, 2025, Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company’s website <https://www.trigyn.com/> and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/> , and communicated to the stock exchanges and RTA.
9. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to ro@trigyn.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
10. In accordance with the MCA Circulars, the Members are requested to take note of the following:

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

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

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

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

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

E-voting:

- a. In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
- b. The e-voting period commences on **Tuesday, February 25, 2025 from 9.00 A.M. (IST) and ends on Wednesday, March 26, 2025 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, February 14, 2025**.
- d. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. **Friday, February 14, 2025** (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

INSTRUCTIONS FOR E-VOTING:

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

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

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

Step 1: Access to NSDL e-Voting system





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="499 923 995 1217" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below:

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

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

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

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

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

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

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

Information at glance

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, February 14, 2025
Voting start time and date	9.00 a.m. IST, Tuesday, February 25, 2025
Voting end time and date	5.00 p.m. IST, Wednesday, March, 26, 2025
Date on which the resolution is deemed to be passed	Last date of Voting, Wednesday, March, 26, 2025

Name, address and contact details of Registrar and Share Transfer Agent.	<p>Contact name: Mr. Ganesh Chandra Patro, Assistant Vice President KFin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: einward.ris@kfintech.com Contact number – 1800-309-4001</p>
Name, address and contact details of e-voting service provider	<p>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: evoting@nsdl.com ; Contact number- 022 - 4886 7000</p>
NSDL e-voting website address	<p>https://www.evoting.nsdl.com/</p>

EXPLANATORY STATEMENT

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

Resolution Nos. 1 to 2

Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based incentive plan. The Company recognises that employees are most valuable resource and their steadfast commitment and highly motivated performance is instrumental in sustained growth of the Company. It is therefore essential to attract and retain talent to ensure long-term commitment to the company to contribute to the growth and development of the company.

The Company believes in rewarding its employees including directors of the Company as well as of the existing and future subsidiary company(ies) or associates company(ies) for their continuous hard work, dedication and support, which has led the Company and existing and future subsidiary company(ies) or associates company(ies) on the growth path. The Company intends to implement Trigyn Technologies Limited - Employee Stock Option Plan 2025 ("TTL-ESOP 2025") with a view to attract and retain business critical and high potential employees of the Company and its existing and future subsidiary company(ies) or associates company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Under TTL-ESOP 2025, the eligible employees shall be granted Options which will be exercisable into equity shares of ₹10/- (Rupee Ten only) each of the Company. TTL-ESOP 2025 shall be implemented by the Nomination and Remuneration Committee ("NRC").

The main features of the TTL-ESOP 2025 are as under:

1. Brief Description of the Scheme – TTL-ESOP 2025

The Scheme shall be called Trigyn Technologies Limited - Employee Stock Option Plan 2025. The Scheme contemplates grant of Options to the employees of the Company and its Subsidiary Company(ies) or associates company(ies) (present and future, if any).

After vesting of Options, the employees earn a right, but not an obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the Scheme.

The objectives of the Scheme are:

1. Create a sense of ownership within the organization;
2. Encourage Eligible Employees to align their performance with Company objectives;
3. Promote the long-term interests of the Company by providing an incentive to attract, retain, motivate and reward Eligible Employees of the Company so as to make them partners to the growth and profitability of the Company, and thereby promoting the welfare of the Eligible Employees.

2. Total number of Options to be granted

The aggregate number of stock Options to be granted under the Plan shall not exceed 4,50,000 (Four Lakh Fifty Thousand) Employee Stock Options ("ESOPs"/ "Option(s)"), being 1.46% of the total outstanding equity shares of the Company as at December 31, 2024, exercisable into not more than 4,50,000 (Four Lakh Fifty Thousand) fully paid-up equity shares of the Company in aggregate of face value of ₹10/- (Rupees Ten only) each.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case of a share split or consolidation, if the revised face value of the share is less or more than the current face value as prevailing on the date of coming into force of this scheme, the maximum number of shares available for being granted under TTL-ESOP 2025, as specified above shall stand modified accordingly, so as to ensure that the aggregate benefit (No. of Shares (X) face value per Share) prior to such Share split or consolidation does not reduce after such Share split or consolidation.

3. Identification of classes of employees entitled to participate in the Scheme.

Following classes of employees are entitled to participate in TTL-ESOP 2025:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company, in India or outside India, but does not include:
 - a) an employee who is a promoter or a person belonging to the promoter group; or
 - b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.

4. Requirements of vesting and period of vesting

Vesting of Options may happen in one or more tranches. The vesting conditions and vesting schedule subject to which vesting would take place shall be outlined in the Letter of Grant given to the option grantee at the time of Grant of such Options. Notwithstanding anything contained in this Plan, there shall be a minimum vesting period of One (1) year and the maximum vesting period of an Option granted shall not be greater than Five (5) years from the date of Grant.

5. Maximum period within which the Options shall be vested

Options granted under TTL-ESOP 2025 would vest subject to maximum period of 5 (five) years from the date of grant of such Options. The NRC shall determine the specific vesting percentage and schedule which may be different for different eligible employees or class thereof at the time of grant. The NRC shall always have a right, at its sole discretion to vary the vesting schedule in respect of any Option to be granted subject to minimum and maximum vesting period.

6. Exercise price or pricing formula

The consideration payable by an option grantee for exercising an individual Option would be the Exercise Price (as adjusted for any amount paid upon Grant), which shall be as mentioned in the letter of grant. Exercise Price and/or any amount payable upon Grant by an Option Grantee and the manner thereof, shall be determined by the NRC, from time to time and which may be different for different Eligible Employees or class thereof.

7. Exercise Period and the process of Exercise

The Exercise Period in respect of vested Option shall be a period not exceeding 3 (three) months from the date of vesting of such Options.

An option grantee shall serve a prior written notice of 7 (seven) days in such format as may be prescribed by the NRC, from time to time ("**Exercise Notice**"), specifying the intention to Exercise the vested options and the number of Options the Option Grantee wishes to Exercise.

On receipt of the Exercise Notice and Exercise Price, the NRC shall proceed to issue the Equity Shares to the concerned Employee(s) within 30 days from the date of receipt of Exercise Notice.

The Options not exercised within the Exercise Period shall lapse and the Employee shall have no right over such lapsed or cancelled Options.

8. The appraisal process for determining the eligibility of employees under TTL-ESOP 2025

The Employees to whom the Options shall be granted and their eligibility criteria shall be determined by the NRC. The eligibility criteria may be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the NRC at its sole discretion, from time to time.

9. Maximum number of benefits to be issued per employee and in aggregate under the Scheme.

The maximum number of Options granted per Employee will be determined by the NRC. However, the maximum number of Options, that may be granted to Eligible Employees under this Plan, in any financial year shall not equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions, if any) of the Company at the time of Grant if the prior specific approval from shareholders of the Company through a special resolution to this effect is not obtained.

The Company shall be authorized by the shareholders to issue to the Eligible Employees under the TTL-ESOP 2025, not exceeding 4,50,000 (Four Lakh Fifty Thousand) Employee Stock Options, representing about 1.46% of the aggregate number of issued and outstanding shares of the Company, as on December 31, 2024.

10. Maximum quantum of benefits to be provided per employee under the Scheme

Apart from granting the Options as mentioned above, no other monetary benefits are contemplated under the TTL-ESOP 2025 for Employees.

11. Whether the Scheme is to be implemented and administered directly by the company or through a trust

The Scheme is proposed to be implemented directly by the Company through the Board / NRC.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both

The Scheme contemplates only new / fresh / primary issue of equity shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme to the trust its tenure, utilization repayment terms, etc.

Not applicable as the Scheme is not implemented through Trust.

14. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme

Not applicable as the Scheme is not implemented through Trust.

15. Accounting Policies

The Company shall follow an conform the laws/regulations applicable to accounting and disclosure related to Options, including Companies Act but not limited to SEBI (SBEB) Regulations as well as section 133 of the Companies Act, 2013, the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein, as and when applicable to the Company.

16. Method of valuation of Options

The Company will follow fair value method for computing the compensation cost, if any, for the Options granted. The company will follow IND AS or any other requirements for accounting of the stock options as are applicable to the Company for the same.

17. The conditions under which option vested in employees may lapse

The Option Grantee would be subjected to the following treatment of Options in case of special situations, as hereunder:

Sr. No.	Particulars	In case of Vested Options	In case of Unvested Options
a.	Resignation/ Termination (other than due to Misconduct or breach of Company Policies)	All the Vested Option as on the date of submission of resignation or termination shall be exercised by Option Grantee on or before last working day in the Company or before the expiry of the Exercise Period, whichever is earlier.	All the Unvested Options as on the date of submission of resignation or termination shall stand cancelled from that date.
b.	Termination due to Misconduct or due to breach of Company Policies.	All the Vested Option shall stand cancelled with effect from the date of such termination.	All the Unvested Options shall stand cancelled with effect from the date of such termination.
c.	Retirement/ Early Retirement approved by the Company	All the Vested Options as on date of retirement shall be exercised by the Option Grantee as per existing terms and conditions of Grant or as decided by the Board/ NRC.	All Unvested Options on the date of Retirement/Early Retirement shall continue to vest in accordance with the respective vesting schedule, even after Retirement/ Early Retirement or superannuation in accordance with the company's policies and the applicable law.

Sr. No.	Particulars	In case of Vested Options	In case of Unvested Options
d.	Death	All Vested Options may be exercised by the nominee/ legal heir(s) of the Option Grantee immediately after the date of the death of the Option Grantee, but in no event later than 12 months from the date of the death.	Notwithstanding anything contained in this Scheme, all Unvested Options as on the date of death of the Option Grantee shall be deemed to be vested immediately and may be exercised by the nominee/ legal heir(s) of Option Grantee immediately after the date of the death of the Option Grantee, but in no event later than 12 months from the date of the death.
e.	Termination due to Permanent Disability	All Vested Options as on the date of incurring such disability may be exercised by the Option Grantee immediately after the date of Termination of the Option Grantee(s), but in no event later than 6 months from the date of the termination.	All Unvested Options as on the date of incurring such disability shall be deemed to be vested immediately and may be exercised by the Option Grantee immediately after the date of Termination of the Option Grantee(s) but in no event later than 6 months from the date of the termination.
f.	Abandonment	All Vested Options shall stand cancelled	All Unvested Options shall stand cancelled
g.	Transfer	In the event of an Option Grantee being transferred amongst the Company or to the Group Company including Associate/ Subsidiary Company, at instance of or with consent of the Company, the Option Grantee will continue to hold all Vested Options and can Exercise them anytime within the Exercise Period.	All Unvested Options shall vest as per the Vesting schedule.
h.	Any other reasons not specified above	The NRC shall have rights to decide the treatment of Vested Options.	The NRC shall have rights to decide the treatment of Unvested Options.

In case of any regulatory changes warranting any change in vesting schedule/ conditions/exercise period in any of the above separation conditions, the provisions of such change shall apply.

The Board/ NRC, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned. Provided that, in accordance with Applicable Law, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of the TTL-ESOP 2025 in any manner which may be detrimental to the interests of the Employees.

18. Time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.

Please refer point no. 17 as mentioned above.

19. Declaration

'In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.'

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

20. Period of lock-in

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such Exercise.

Provided that the transferability of the Equity Shares shall be subject to the restriction for such period in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading as and when such Regulations are made applicable to the Company.

21. Terms & conditions for buyback, if any, of specified securities covered under SBEB Regulations

Subject to the provisions of the prevailing applicable laws, the NRC shall determine the procedure for buy-back of the Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Regulation 6(1) of the SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the shareholders of the company by passing a special resolution in a general meeting. Accordingly, the Special Resolutions set out as Resolution No. 1 of this Notice is proposed for approval by shareholders.

As per the SEBI SBEB Regulations, approval of shareholders by way of a separate Special Resolution is also required to be obtained by the Company, if (i) the benefits of the TTL-ESOP 2025 are to be extended to the employees of the subsidiary companies;

The special resolution set out at Resolution No. 2 proposes to cover the employees of the existing and future subsidiary company(ies) or associates company(ies) of the Company under the TTL-ESOP 2025.

The Options to be granted under the TTL-ESOP 2025 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The TTL-ESOP 2025 conforms to the SEBI SBEB Regulations.

A copy of the TTL-ESOP 2025 will be kept open for inspection by shareholders at the registered office of the Company during business hours.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under the TTL-ESOP 2025 may be deemed to be concerned or interested in the Special Resolutions at Resolution No. 1 to 2 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board recommends the Special Resolutions set out at Resolution Nos. 1 to 2 of this Notice for approval by the shareholders of the Company.

Resolution No. 3

Renewal of Consultancy Services of Mr. R. Ganapathi, Non-Executive Director. (DIN 00103623)

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

With a view to continue getting benefit of the rich experience of Mr. R. Ganapathi on the lighter engagement level, the Board at its meeting held on February 05, 2025, based on the recommendation of the Nomination & Remuneration Committee and the approval of the Audit Committee, approved the appointment of Mr. R. Ganapathi to act as a Consultant to the Company on an annual remuneration of Rs. 12,00,000/- (Rupees Twelve Lakhs only) per annum payable monthly subject to the approval of the Shareholders and executed a Consultancy Agreement. Further, he will be also entitled for travel and stay reimbursement for expense incurred for carrying out obligations for the Company. In terms of Section 188(1)(f) of the Companies Act, 2013, the appointment of a Director or a relative of director to an Office or Place of Profit in a company drawing a monthly remuneration exceeding Rs. 2.5 Lakh also requires approval of the Shareholders of the company. The Consultancy Agreement is available for inspection at the Registered Office of the Company during the business hours on all working days of the Company between 10.00 a.m. and 4.00 p.m. upto the date of the Postal Ballot Event.

Hence, the Board recommends the approval of the renewal of services of Mr. R. Ganapathi as Consultant and payment of the annual consultancy fee for a period of 1 year with effect from February 20, 2025 upto February 19, 2026.

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

The Board recommends the Ordinary Resolution set out at resolution No. 3 of the Notice for approval by the Members.

Resolution No. 4

Renewal consultancy services of Mr. Dilip Hanumara as Consultant of the Company.

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Dilip Hanumara was first appointed as Executive Director & CEO of the Company by the shareholders at their Thirty Fourth Annual General Meeting held on September 28, 2020, for a period of three years effective from December 1, 2019 till November 30, 2022. Thereafter, he was further re-appointed as CEO for the period of one year effective from December 1, 2022 to November 30, 2023.

He was thereafter retained by the Company as Strategic Advisor to Management upon the approval of the Company by way of Postal Ballot for a period from February 24, 2024, for a period of Twelve Months ending on February 23, 2025.

Upon the conclusion of tenure, it is felt by the Management that in the interest of the Company his tenure needs to be further extended for a period of Twelve Months commencing from February 24, 2025 and ending on February 23, 2026.

He is the spouse of Ms. Bhavana Rao Potluri, Executive Director of the Company and Son-in-Law of Dr. Rajamohan Rao, Non-Executive Director of the Company. In view of the same, the position/office of Strategic Advisor to the Management offered to Mr. Dilip Hanumara in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of limit set under said section requires shareholders' approval. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit.

Mr. Dilip Hanumara has a Bachelor of Engineering in Computer Science and Engineering with over 20 years of work experience. He has completed executive program from Massachusetts Institute of Technology (MIT) on Artificial Intelligence: Implications for Business Strategy.

Detailed information as required to be disclosed in term of section 188 of the Companies Act, 2013 read with rule 15 of the Companies (meeting of Board and its power) Rules, 2014 are given below.

Sr. No.	Information to be disclosed	Particulars
(a)	the name of the related party and nature of relationship;	Mr. Dilip Hanumara – Related Party Nature of Relationship Ms. Bhavana Rao, Executive Director – Spouse Dr. Rajamohan Rao, Non-Executive Director – Son in Law
(b)	the nature, duration of the contract and particulars of the contract or arrangement;	Mr. Dilip Hanumara was appointed as Strategic Advisor to the Management for a period of one year commencing from February 24, 2024 to February 23, 2025 and will be is now re-appointed for a further period of one year commencing from February 24, 2025 to February 23, 2026 subject to the approval of the Shareholder.
(c)	the material terms of the contract or arrangement including the value, if any;	Mr. Dilip Hanumara, as Strategic Advisor to the Management of the Company will termed as related party getting appointed on office as per the provisions of the Companies Act. will be paid Monthly remuneration consisting of US\$ 33,330/- and will be paid by M/s Trigyn Technologies Inc., the Wholly Owned Subsidiary of the Company.
(d)	any advance paid or received for the contract or arrangement, if any;	No advance is paid or received from the related party.
(e)	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Not applicable.

Sr. No.	Information to be disclosed	Particulars
(f)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	All the factors relevant to the appointment of related party are considered.
(g)	any other information relevant or important for the members to take a decision on the proposed transaction.	As above.

Your Directors are confident that the appointment of Mr. Dilip Hanumara as a Strategic Advisor to the Management shall benefit the overall growth in business of the Company and therefore recommend the resolution for your kind approval.

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

The Board recommends the Ordinary Resolution set out at resolution No. 4 of the Notice for approval by the Members.

By Order of the Board of Directors
For Trigyn Technologies Limited

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

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

Place: Mumbai

Date: February 20, 2025.