

March 28, 2025

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code: 517562 Scrip ID: TRIGYN	National Stock Exchange of India Limited Exchange Plaza Plot no. C/1, G Block Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Company Code: TRIGYN
---	--

Subject: Result of Postal Ballot AND Scrutinizers Report

Dear Sir / Ma'am,

This with reference to the Postal Ballot Notice dated February 21, 2025 informing that the Company proposed to seek the approval of the members of the Company by Postal Ballot and e-voting as per Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Management and Administration) Rules 2014 (Rules) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Postal Ballot Notice was for seeking approval of the Members of the Company by way of Ordinary Resolution and Special Resolution as follows:

Sr. No	Resolutions Description
Special Resolution:	
1	APPROVAL OF TRIGYN TECHNOLOGIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025 ("TTL-ESOP 2025")
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.
Ordinary Resolution:	
3	TO APPROVE RENEWAL OF CONSULTANCY SERVICE AGREEMENT OF MR. R. GANAPATHI
4	TO CONSIDER THE RENEWAL OF APPOINTMENT OF MR. DILIP HANUMARA AS STRATEGIC ADVISOR TO THE MANAGEMENT

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

In this regard, please note that Mr. Anmol Jha, Practicing Company Secretary (FCS No.: 5962/ COP No.: 6150), who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on March 26, 2025.

In accordance with the said Report, the members of the Company have approved the above-mentioned resolution as mentioned in the Postal Ballot Notice dated February 21, 2025 detailed result is attached here under as a part of Scrutinizers Report.

In this regard, please find enclosed herewith the following:

Sr. No	Particulars	Annexures
1.	Voting Results, pursuant to Regulation 44(3) of the Listing Regulations - all the Special and Ordinary Resolution have been passed with requisite majority on March 26,2025 (the last date of the remote e-voting).	Annexure A
2.	Scrutinizer's Report dated March 26, 2025, on the remote e-voting, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.	Annexure B
3	Certified True copies of the resolutions as approved by the members.	Annexure C

Kindly take the same on record.

Thanking you,
Yours faithfully,
For **Trigyn Technologies Limited**

Mukesh Tank
Company Secretary
Membership No. FCS 9604

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

Annexure A**Voting Results of the Postal Ballot pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No	Particulars	Details
1	Name of the Company	Trigyn Technologies Limited
2	Date of the Postal Ballot	Postal Ballot Notice dated February 21, 2025 E-voting period: Tuesday, February 25, 2025 at 9:00 AM. (IST) to Wednesday, March 26, 2025 at 5:00 P.M. (IST).
3	Total number of shareholders as on Cut-off date (i.e February 14, 2025)	35212
4	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
5	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

General information about company	
Scrip code	517562
NSE Symbol	TRIGYN
MSEI Symbol	NOTLISTED
ISIN	INE948A01012
Name of the company	Trigyn Technologies Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-03-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Mr. Anmol Jha
Firms Name	Anmol Jha & Associates
Qualification	CS
Membership Number	5962
Date of Board Meeting in which appointed	05-02-2025
Date of Issuance of Report to the company	28-03-2025

Voting results	
Record date	14-02-2025
Total number of shareholders on record date	35212
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL OF TRIGYN TECHNOLOGIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025 ("TTL-ESOP 2025")				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13701877	13701877	100	13701877	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13701877	13701877	100	13701877	0	100	0
Public- Institutions	E-Voting	33455	30231	90.3632	0	30231	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	33455	30231	90.3632	0	30231	0	100
Public- Non Institutions	E-Voting	17050404	53742	0.3152	25790	27952	47.9885	52.0115
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17050404	53742	0.3152	25790	27952	47.9885	52.0115
Total		30785736	13785850	44.78	13727667	58183	99.578	0.422
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13701877	13701877	100	13701877	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13701877	13701877	100	13701877	0	100	0
Public- Institutions	E-Voting	33455	30231	90.3632	0	30231	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	33455	30231	90.3632	0	30231	0	100
Public- Non Institutions	E-Voting	17050404	53742	0.3152	25775	27967	47.9606	52.0394
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17050404	53742	0.3152	25775	27967	47.9606	52.0394
Total		30785736	13785850	44.78	13727652	58198	99.5778	0.4222
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE RENEWAL OF CONSULTANCY SERVICE AGREEMENT OF MR. R. GANAPATHI.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13701877	13701877	100	13701877	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13701877	13701877	100	13701877	0	100	0
Public- Institutions	E-Voting	33455	30231	90.3632	0	30231	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	33455	30231	90.3632	0	30231	0	100
Public- Non Institutions	E-Voting	17050404	53742	0.3152	27269	26473	50.7406	49.2594
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17050404	53742	0.3152	27269	26473	50.7406	49.2594
Total		30785736	13785850	44.78	13729146	56704	99.5887	0.4113
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				TO CONSIDER THE RENEWAL OF APPOINTMENT OF MR. DILIP HANUMARA AS STRATEGIC ADVISOR TO THE MANAGEMENT.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13701877	13701877	100	13701877	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13701877	13701877	100	13701877	0	100	0
Public- Institutions	E-Voting	33455	30231	90.3632	0	30231	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	33455	30231	90.3632	0	30231	0	100
Public- Non Institutions	E-Voting	17050404	53744	0.3152	27297	26447	50.7908	49.2092
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17050404	53744	0.3152	27297	26447	50.7908	49.2092
Total		30785736	13785852	44.78	13729174	56678	99.5889	0.4111
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

Floor No. 3, 333/ Centura Square Road No 27, Waghale Estate
Thane West - 400604

Email ID: jha_anmol@yahoo.com, seema.kolwadkar@gmail.com

Tel :- 8928119580, 7678025468, 9702062563

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

Trigyn Technologies Limited

27, SDF-1, SEEPZ-SEZ,

Andheri (East),

Mumbai- 400096

Dear Sir,

Sub: Scrutinizer's report on postal ballot through remote e-voting conducted pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and General Circular No. 2/ 2022 dated May 05, 2022 and General Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time (hereinafter collectively referred to as "Circulars") issued by the Ministry of Corporate Affairs.

I, **Anmol Kumar Jha**, Practicing Company Secretary, at Floor No. 3, 333/ Centura Square Road No 27, Waghale Estate, Thane West - 400604 had been appointed as the Scrutinizer by the Board of Directors of Trigyn Technologies Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereof, to conduct remote e-voting process and to scrutinize the e-voting in respect of the below mentioned resolution of Trigyn Technologies Limited passed through Postal Ballot held through **February 25, 2025 to March 26, 2025**.

Lha

ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

The Notice along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions passed through postal ballot of the Company.

The Company had availed the remote e-voting offered by National Securities Depositories Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut off" date of **Friday, February 14, 2025** were entitled to vote on the resolutions as contained in the Notice of the Postal Ballot.

The voting period for remote e-voting commenced on **Tuesday, February 25, 2025 at 9:00 a.m. (IST)** and ended on **Wednesday, March 26, 2025 at 5:00 p.m. (IST)** and the NSDL remote e-voting platform was blocked thereafter.

The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and the votes cast there under were counted by NSDL's system.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL.

I now submit my Report as under on the results of the remote e-voting in respect of the said Resolutions.

(a) **Resolution No. 1 (SPECIAL RESOLUTION)**

Approval Of Trigyn Technologies Limited - Employee Stock Option Plan 2025 ("TTL-ESOP 2025").

i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
95	13727667	99.578

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	58183	0.422

(iii) Invalid Votes:

Uho.

ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

(b) **Resolution No. 2 (SPECIAL RESOLUTION)**

Approval of 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

i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
94	13727652	99.578

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	58198	0.422

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

(c) **Resolution No. 3 (ORDINARY RESOLUTION)**

To Consider Renewal of Consultancy Service Agreement Of Mr. R. Ganapathi

i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
93	13729146	99.589

Lhs.

ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	56704	0.411

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

(d) **Resolution No. 4 (ORDINARY RESOLUTION)**

To Consider the Renewal Of Appointment Of Mr. Dilip Hanumara As Strategic Advisor To The Management.

i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
95	13729174	99.589

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	56678	0.411

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the deemed General Meeting (Postal Ballot) and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

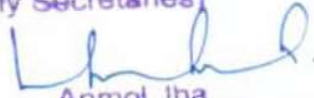


ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

Thanking You,

Yours faithfully,

Anmol Jha & Associates
(Company Secretaries)



Anmol Jha
(Proprietor)

COP No. 6150

Anmol Jha

Anmol Jha & Associates MEM No. 5962

Practicing Company Secretary

FCS 5962, COP No. 6150

Floor No. 3, 333/ Centura Square Road No 27,

Waghale Estate Thane (West) – 400 604.

UDIN: F005962F004159661

Place: Thane


Date: March 26, 2025

We the undersigned witnessed that the votes were unblocked from the remote e-voting website of NSDL in our presence on **March 26, 2025**.



Name: Seema Kolwadkar

Address: F-601 Laxminarayan Resi
Pokhian Road No 2
Thane (W) - 400 610



Name: Gaur Patel

Address: Kankai Chawl
Gavang Bngh
Thane West
400610

**CERTIFIED TRUE COPY OF THE SPECIAL AND ORDINARY RESOLUTION PASSED BY MEMBERS OF
THE COMPANY THROUGH POSTAL BALLOT ON MARCH 26, 2025**

Resolution No. 1

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

"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.

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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.

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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.

“**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

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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.

“**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,

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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.

“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.”

**Certified True Copy,
For Trigyn Technologies Limited**

**Mukesh Tank
Company Secretary
Membership No. FCS 9604**

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;

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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,

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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 and 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:

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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.
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	All Unvested Options as on the date of incurring such disability shall be deemed to be vested immediately and

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

Sr. No.	Particulars	In case of Vested Options	In case of Unvested Options
		Termination of the Option Grantee(s), but in no event later than 6 months from the date of the termination.	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

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

'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.

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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.

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

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

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.

Trigyn Technologies Limited

27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.

Phone: +91-22-6140-0909 | Email: ro@trigyn.com

www.trigyn.com | CIN: L72200MH1986PLC039341

(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 Annual Remuneration consisting of 400,000/- 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.
(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,

Trigyn Technologies Limited
27 SDF-1, SEEPZ, Andheri (East), Mumbai 400 096, India.
Phone: +91-22-6140-0909 | Email: ro@trigyn.com
www.trigyn.com | CIN: L72200MH1986PLC039341