

Corporate Governance Report

1. Name of Listed Entity - **Trigyn Technologies Limited**

2. Quarter ending : **March 31, 2024**

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure (in months)	Date of Birth	Number of Directorship in listed entities including this listed entity [Refer Regulation 17A(1)]	Number of Independent Directorship in listed entities including this listed entity [Refer proviso to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity [Refer Regulation 26(1)]	Number of post of Chairperson in Audit / Stakeholders Relationship Committee held in listed entities including this listed entity [Refer
Mr	Ramachandran Ganapathi	00103623	Chairperson - Non-Executive - Non Independent Director	27-10-2006	29-09-2022	-	209	28-06-1955	3	2	5	1
Ms	Bhavana Rao	02326788	Executive Director	23-05-2014	28-09-2021	-	70	15-09-1983	1	0	2	0
Mr	Dr. Raja Mohan Rao Potluri	00157346	Non-Executive - Non Independent Director	29-04-2008	28-09-2023	-	69	15-07-1951	1	0	1	0
Mr	Venkata Cherukuri Varaprasad	00556469	Non-Executive - Independent Director	29-09-2006	26-09-2019	-	114	17-06-1953	1	1	1	0
Mr	Bhiva Rao Rajdhar Patil	03279483	Non-Executive - Independent Director	01-10-2010	26-09-2019	-	114	13-03-1941	1	1	2	0
Mr	Vivek Virendra Khare	02877606	Non-Executive - Independent Director	06-10-2009	26-09-2019	-	114	01-09-1953	1	1	2	1
Mr	Atiqur Rahman Ansari	00200187	Non-Executive - Independent Director	14-08-2013	26-09-2019	31-01-2024	112	01-07-1952	1	1	2	1
Mr	Kodumudi Sambamurthi Sripathi	02388109	Non-Executive - Independent Director	21-10-2016	28-09-2021		89	09-10-1951	2	2	3	1
Ms	Lakshmi Potluri	07382768	Non-Executive - Independent Director	11-08-2021	28-09-2021	-	31	05-11-1976	1	1	0	0

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Vivek Virendra Khare	Non-Executive - Independent Director - Chairman	06-10-2009	-
		Bhavana Rao	Executive Director	09-02-2011	-
		Dr. Raja Mohan Rao Potluri	Non-Executive - Non Independent Director	04-08-2017	-
		Bhiva Rao Rajdhar Patil	Non-Executive - Independent Director	01-10-2010	-
		Kodumudi Sambamurthi Sripathi	Non-Executive - Independent Director	04-08-2017	-
		Vijay Mallya	Non-Executive - Independent Director	08-02-2024	-
		A R Ansari	Non-Executive - Independent Director	14-08-2013	31-01-2024
2. Nomination and Remuneration Committee Meeting	Yes	Bhiva Rao Rajdhar Patil	Non-Executive - Independent Director - Chairman	01-10-2010	-
		Vivek Virendra Khare	Non-Executive - Independent Director	06-10-2009	-
		Dr. Raja Mohan Rao Potluri	Non-Executive - Independent Director	04-08-2017	-
		Syed Ahmed Sultan	Non-Executive - Non Independent Director	08-02-2024	-
		A R Ansari	Non-Executive - Independent Director	03-02-2016	31-01-2024
3. Stakeholders' Relationship Committee	Yes	Bhiva Rao Rajdhar Patil	Non-Executive - Independent Director - Chairman	01-10-2010	-
		Ramachandran Ganapathi	Non-Executive - Non Independent Director	27-10-2006	-
		Bhavana Rao	Executive Director	09-02-2011	-
		Venkata Cherukuri Varaprasad	Non-Executive - Independent Director	26-09-2006	-
		Vivek Virendra Khare	Non-Executive - Independent Director	06-10-2009	-
		A R Ansari	Non-Executive - Independent Director	14-08-2013	31-01-2024
4. Risk Management Committee	No	Bhavana Rao	Executive Director	07-08-2015	-
		Bhiva Rao Rajdhar Patil	Non-Executive - Independent Director	07-08-2015	-
		Vijay Mallya	Non-Executive - Independent Director	08-02-2024	-
		A R Ansari	Non-Executive - Independent Director	07-08-2015	31-01-2024
5. Corporate Social Responsibility Committee	Yes	Bhavana Rao	Executive Director - Chairman	23-05-2014	-
		Dr. Raja Mohan Rao Potluri	Non-Executive - Non Independent Director	23-05-2014	-
		Syed Ahmed Sultan	Non-Executive - Independent Director	08-02-2024	-
		A R Ansari	Non-Executive - Independent Director	23-05-2014	31-01-2024

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (Yes / No)	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
09-Nov-23	06-Jan-24	Yes	8	5	57
	08-Feb-24	Yes	10	8	

IV. Meetings of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days)
Audit Committee	06-Jan-24	Yes	6	4	09-Nov-23	57
Audit Committee	08-Feb-24	Yes	6	4		
Stakeholders Relationship Committee	08-Feb-24	Yes	4	3	09-Nov-23	90
Nomination and Remuneration Committee	06-Jan-24	Yes	4	3	09-Nov-23	57

V. Related Party Transactions

Subject	Compliance Status (Yes / No / NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Affirmations	Yes / No
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee (applicable to the top 1000 listed companies)- NA	Yes
3. The above committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes

The report submitted for the previous quarter ended December 31, 2022 had been placed before Board of Directors. No comments / observations / advice were received from the Board of Directors.

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

Name: Mukesh Tank
Designation: Company Secretary
Date: April 18, 2024

Corporate Governance Report (for the whole of financial year)

Name of the Listed Entity – **Trigyn Technologies Limited**

Financial Year ended – **March 31, 2024**

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance	Web Address
Details of business	Yes		https://www.trigyn.com
Terms and conditions of appointment of independent directors	Yes		https://www.trigyn.com/investor-relations
Composition of various committees of board of directors	Yes		https://www.trigyn.com/investor-relations
Code of conduct of board of directors and senior management personnel	Yes		https://www.trigyn.com/investor-relations
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.trigyn.com/investor-relations
Criteria of making payments to non-executive directors	Yes		https://www.trigyn.com/investor-relations
Policy on dealing with related party transactions	Yes		https://www.trigyn.com/investor-relations
Policy for determining 'material' subsidiaries	Yes		https://www.trigyn.com/investor-relations
Details of familiarization programmes imparted to independent directors	Yes		https://www.trigyn.com/investor-relations
Email address for grievance redressal and other relevant details	Yes		https://www.trigyn.com/investor-relations
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.trigyn.com/investor-relations
Financial results	Yes		https://www.trigyn.com/investor-relations
Shareholding pattern	Yes		https://www.trigyn.com/investor-relations
Details of agreements entered into with the media companies and/or their associates	NA		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
New name and the old name of the listed entity	NA		
Advertisements as per regulation 47 (1)	Yes		https://www.trigyn.com/investor-relations
Credit rating or revision in credit rating obtained	NA		
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.trigyn.com/investor-relations
Secretarial Compliance Report	Yes		https://www.trigyn.com/investor-relations
Materiality Policy as per Regulation 30 (4)	Yes		https://www.trigyn.com/investor-relations
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.trigyn.com/investor-relations
Disclosures under regulation 30(8)	Yes		https://www.trigyn.com/investor-relations
Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
Dividend Distribution policy as per Regulation 43A(1)	NA		
Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.trigyn.com/investor-relations
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.trigyn.com/investor-relations
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.trigyn.com/investor-relations

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Quorum of Risk Management Committee meeting	21(3B)	NA
Gap between the meetings of the Risk Management Committee	21(3C)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes

Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes

III Affirmations:	Compliance status (Yes/No/NA)
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Name: Mukesh Tank Designation: Company Secretary Date: April 18, 2024	