

Corporate Governance Report

Annexure A

1. Name of Listed Entity - **Trigyn Technologies Limited**
2. Quarter ending : **September 30, 2020**

**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 |
|------------------|-------------------------------|----------|--|-----------------------------|------------------------|-------------------|--------------------|---------------|--|---|--|---|
| Mr               | Ramachandran Ganapathi        | 00103623 | Chairperson - Non-Executive - Non Independent Director                     | 27-10-2006                  | 24-09-2019             | -                 | -                  | 28-06-1955    | 3  | 2   | 5  | 1   |
| Ms               | Bhavana Rao                   | 02326788 | Executive Director   | 23-05-2014                  | 17-05-2018             | -                 | -                  | 15-09-1983    | 1  | 0   | 2  | 0   |
| Mr               | Dr. Raja Mohan Rao Potluri    | 00157346 | Non-Executive - Non Independent Director                                   | 29-04-2008                  | 28-09-2020             | -                 | -                  | 15-07-1951    | 1  | 0   | 1  | 0   |
| Mr               | Venkata Cherukuri Varaprasad  | 00556469 | Non-Executive - Independent Director                                       | 29-09-2006                  | 26-09-2019             | -                 | 72                 | 17-06-1953    | 1  | 1   | 1  | 0   |
| Mr               | Bhiva Rao Rajdhar Patil       | 03279483 | Non-Executive - Independent Director                                       | 01-10-2010                  | 26-09-2019             | -                 | 72                 | 13-03-1941    | 1  | 1   | 2  | 0   |
| Mr               | Vivek Virendra Khare          | 02877606 | Non-Executive - Independent Director                                       | 06-10-2009                  | 26-09-2019             | -                 | 72                 | 01-09-1953    | 1  | 1   | 2  | 1   |
| Mr               | Atiqur Rahman Ansari          | 00200187 | Non-Executive - Independent Director                                       | 14-08-2013                  | 26-09-2019             | -                 | 72                 | 01-07-1952    | 1  | 1   | 2  | 1   |
| Mr               | Pradeep Kumar Panja           | 03614568 | Non-Executive - Independent Director                                       | 01-11-2016                  | 01-11-2016             | -                 | 47                 | 02-10-1955    | 4  | 4   | 5  | 1   |
| Mr               | Kodumudi Sambamurthi Sripathi | 02388109 | Non-Executive - Independent Director                                       | 21-10-2016                  | 21-10-2016             | -                 | 47                 | 09-10-1951    | 2  | 2   | 2  | 0   |
| Mr               | Dilip Hanumara                | 08620342 | CEO & Executive Director   | 01-12-2019                  |                        | -                 | 10                 | 01-08-1977    | 1  | 0   | 1  | 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          | -                 |
|  |                                       | Atiqur Rahman Ansari          | Non-Executive - Independent Director                                       | 14-08-2013          | -                 |
|  |                                       | Kodumudi Sambamurthi Sripathi | Non-Executive - Independent Director                                       | 04-08-2017          | -                 |
|  |                                       | Pradeep Kumar Panja           | Non-Executive - Independent Director                                       | 04-08-2017          | -                 |
| 2. Nomination and Remuneration Committee Meeting | Yes                                   | Bhiva Rao Rajdhar Patil       | Non-Executive - Independent Director                                       | 01-10-2010          | -                 |
|  |                                       | Atiqur Rahman Ansari          | Non-Executive - Independent Director - Chairman                            | 03-02-2016          | -                 |
|  |                                       | Vivek Virendra Khare          | Non-Executive - Independent Director                                       | 06-10-2009          | -                 |
|  |                                       | Dr. Raja Mohan Rao Potluri    | Non-Executive - Non Independent Director                                   | 04-08-2017          | -                 |
| 3. Stakeholders' Relationship Committee          | Yes                                   | 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          | -                 |
|  |                                       | Bhiva Rao Rajdhar Patil       | Non-Executive - Independent Director                                       | 01-10-2010          | -                 |
|  |                                       | Atiqur Rahman Ansari          | Non-Executive - Independent Director -                                     | 14-08-2013          | -                 |
|  |                                       | Dilip Hanumara                | CEO & Executive Director   | 13-02-2020          | -                 |
| 4. Risk Management Committee                     | Yes                                   | Bhavana Rao                   | Executive Director   | 07-08-2015          | -                 |
|  |                                       | Bhiva Rao Rajdhar Patil       | Non-Executive - Independent Director                                       | 07-08-2015          | -                 |
|  |                                       | Atiqur Rahman Ansari          | Non-Executive - Independent Director                                       | 07-08-2015          | -                 |
| 5. Corporate Social Responisibility Committee    | Yes                                   | Dr. Raja Mohan Rao Potluri    | Non-Executive - Non Independent Director                                   | 23-05-2014          | -                 |
|  |                                       | Bhavana Rao                   | Executive Director - Chairman  | 23-05-2014          | -                 |
|  |                                       | Atiqur Rahman Ansari          | Non-Executive - Independent Director                                       | 23-05-2014          | -                 |

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | 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) |
|---|---|--|-----------------------------|---|--|
| May 29, 2020  | August 14, 2020                                     | Yes  | 9                           | 6                                       | 76   |

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                     | August 14, 2020   | Yes   | 6                           | 4                                       | May 29, 2020  | 76  |
| Stakeholders Relationship Committee | August 14, 2020   | Yes   | 6                           | 3                                       | May 29, 2020  | 76  |

**V. Related Party Transactions**

| <b>Subject</b>   | <b>Compliance Status (Yes / No / NA)</b> |
|--|--|
| 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   | NA                                       |
| <b>Affirmations</b>  | <b>Yes / No</b>                          |
| 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<br>a. Audit Committee<br>b. Nomination and Remuneration Committee<br>c. Stakeholders' Relationship Committee<br>d. Risk Management Committee (applicable to the top 500 listed companies) | Yes                                      |
| 3. The above committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.   | Yes                                      |
| 4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.   | Yes                                      |

The report submitted for the previous quarter ended June 30, 2020 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:** October 9, 2020

## Corporate Governance Report

Name of Listed Entity: **Trigyn Technologies Limited**

Half Year ended – **September 30, 2020**

**Annexure B**

| <b>Affirmations</b>  |                                      |                                      |
|--|--------------------------------------|--------------------------------------|
| <b>Broad Heading</b>   | <b>Regulation Number</b>             | <b>Compliance status (Yes/No/NA)</b> |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                                  |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                                  |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting   | 19(3)                                | Yes                                  |
| Presence of Chairperson of the Stakeholders' Relationship Committee at the Annual General Meeting  | 20(3)                                | Yes                                  |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                                  |

**Name:** Mukesh Tank

**Designation:** Company Secretary

**Date:** October 9, 2020