

Corporate Governance Report

Annexure A

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

2. Quarter ending : **March 31, 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 [Refer
Mr	Ramachandran Ganapathi	00103623	Chairperson - Non-Executive - Non Independent Director	27-10-2006	24-09-2019	-	-	28-06-1955	3	2	6	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	06-06-2018	-	-	15-07-1951	1	0	1	0
Mr	Venkata Cherukuri Varaprasad	00556469	Non-Executive - Independent Director	29-09-2006	26-09-2019	-	66	17-06-1953	1	1	1	0
Mr	Bhiva Rao Rajdhar Patil	03279483	Non-Executive - Independent Director	01-10-2010	26-09-2019	-	66	13-03-1941	1	1	2	0
Mr	Vivek Virendra Khare	02877606	Non-Executive - Independent Director	06-10-2009	26-09-2019	-	66	01-09-1953	1	1	2	1
Mr	Atiqur Rahman Ansari	00200187	Non-Executive - Independent Director	14-08-2013	26-09-2019	-	66	01-07-1952	1	1	2	1
Mr	Pradeep Kumar Panja	03614568	Non-Executive - Independent Director	01-11-2016	01-11-2016	-	41	02-10-1955	4	4	5	1
Mr	Kodumudi Sambamurthi Sripathi	02388109	Non-Executive - Independent Director	21-10-2016	21-10-2016	-	41	09-10-1951	2	2	2	0
Mr	Dilip Hanumara	08620342	CEO & Executive Director	01-12-2019		-	-	01-08-1977	1	0	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	Ramachandran Ganapathi	Non-Executive - Non Independent Director	27-10-2006	12-02-2020
		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	-
2. Nomination and Remuneration Committee Meeting	Yes	Pradeep Kumar Panja	Non-Executive - Independent Director	04-08-2017	-
		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	-
3. Stakeholders' Relationship Committee	Yes	Dr. Raja Mohan Rao Potluri	Non-Executive - Non Independent Director	04-08-2017	-
		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	-
4. Risk Management Committee	Yes	Dilip Hanumara	CEO & Executive Director	13-02-2020	-
		Bhavana Rao	Executive Director	07-08-2015	-
		Bhiva Rao Rajdhar Patil	Non-Executive - Independent Director	07-08-2015	-
5. Corporate Social Responsibility Committee	Yes	Atiqur Rahman Ansari	Non-Executive - Independent Director	07-08-2015	-
		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)
November 13, 2019	February 13, 2020	Yes	10	6	91

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	February 13, 2020	Yes	7	5	November 13, 2019	91
Stakeholders Relationship Committee	February 13, 2020	Yes	6	4	November 13, 2019	91

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	NA
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 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 December 31, 2019 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 14, 2020

Corporate Governance Report (for the whole of financial year)

Name of the Listed Entity – Trigyn Technologies Limited

Financial Year ended – March 31, 2020

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/services
Terms and conditions of appointment of independent directors	Yes		https://www.trigyn.com/investors/codes-policies/letter-of-appointment-of-independent-director
Composition of various committees of board of directors	Yes		https://www.trigyn.com/investors/corporate-governance
Code of conduct of board of directors and senior management personnel	Yes		https://www.trigyn.com/investors/codes-policies/code-of-conduct
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.trigyn.com/investors/codes-policies/whistle-blower-policy
Criteria of making payments to non executive directors	Yes		https://www.trigyn.com/investors/codes-policies/criteria-for-making-payment-of-sitting-fee-to-non-executive-directors
Policy on dealing with related party transactions	Yes		https://www.trigyn.com/investors/codes-policies/related-party-transaction-policy
Policy for determining 'material' subsidiaries	Yes		https://www.trigyn.com/investors/codes-policies/policy-on-material-subidiaries
Details of familiarization programmes imparted to independent directors	Yes		https://www.trigyn.com/investors/codes-policies/familiarisation-programme-for-independent-directors
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.trigyn.com/investors
Email address for grievance redressal and other relevant details	Yes		https://www.trigyn.com/investors
Financial results	Yes		https://www.trigyn.com/investors/financial-reports
Shareholding pattern	Yes		https://www.trigyn.com/investors/shareholding-pattern
Details of agreements entered into with the media companies and/or their associates	NA		-
New name and the old name of the listed entity	NA		-
Advertisements as per regulation 47 (1)	Yes		https://www.trigyn.com/investors/announcements
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/investors/financial-reports
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.trigyn.com/investors
Materiality Policy as per Regulation 30	Yes		https://www.trigyn.com/investors/codes-policies/policy-on-determination-of-materiality-for-disclosures
Dividend Distribution policy as per Regulation 43A (as applicable)	NA		-
It is certified that these contents on the website of the listed entity are correct	Yes		https://www.trigyn.com/terms-of-use

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(1B)	Yes
Meeting of Board of directors	17(2)	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
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
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	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

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 14, 2020	