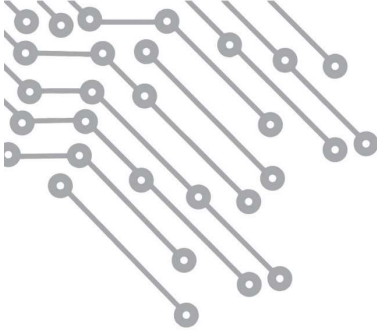




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CIN: L74899DL2000PLC105611

GSTIN: 07AABCT1513D1ZY

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Date: 16/08/2025

Dear Sir/Madam,

Sub: Notice of 25th Annual General Meeting of the Company.
Ref: TRIDENT TECHLABS LIMITED (Scrip Code: TECHLABS)

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 25th Annual General Meeting of the Shareholders of the Company will be held on **Monday, 08th September, 2025 at 03:00 P.M. Through VC/OAVM (Other Audio Visual Means)**, to transact the business as mentioned in the notice of the meeting, attached herewith.

Yours faithfully,

FOR, TRIDENT TECHLABS LIMITED

SUKESH CHANDRA NAITHANI
WHOLE TIME DIRECTOR, CEO & CFO
DIN: 00034578

Date: 16.08.2025
Place: New Delhi

Trident Techlabs Limited
(Formerly Known as Trident Techlabs Pvt. Ltd.)

White House, 2nd Floor,
1/18-20, Rani Jhansi Road
New Delhi-110055 (India)

Tel.: +91-11-61811100-11 Fax: +91-11-23629287

E-mail: compliance@tridenttechlabs.com, www.tridenttechlabs.com

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of Trident Techlabs Limited will be held on Monday, 08th September, 2025 at 03:00 P.M. (IST) through Video Conference/Other Audio-Visual Means organized by the Company, to transact the following businesses:

Ordinary Business:

- 1) **To receive, consider and adopt;**
 - **the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.**
 - **the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the Report of the Auditors thereon.**
- 2) **To declare a final dividend of ₹1/- per equity share of ₹10/- each for the financial year ended on March 31, 2025.**

Special Business:

- 3) **Appointment of M/s. HM & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company.**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. HM & Associates, Practicing Company Secretaries (Firm Number: P2025GJ103300) be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditor;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditor, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

- 4) **Increase in authorised share capital of the company and consequential alteration of Capital clause of Memorandum of association of the company:**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to increase and alter the authorized share capital of the Company from Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 1,90,00,000 equity shares of Rs. 10/- (Rupees Ten each) to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores only) divided into 2,20,00,000 equity shares of Rs. 10/- (Rupees Ten each) and thereby to alter the authorized

share capital clause of the Memorandum of Association and that all the shares shall rank pari passu to the existing Equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company shall be altered by deleting the same and substituting in its place and instead thereof, the following as a new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 22,00,00,000 (Rupees Twenty-Two Crores only), divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key Managerial Personnel or the Officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution.”

5) Modification and to increase the existing borrowing limits approved under section 180(1)(c) of the Companies Act, 2013:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders in its Extraordinary General Meeting held on August 26, 2023 and pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) & other applicable laws, and the Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (the “Board”) for increasing the overall borrowing limit of the Company for an amount of up to INR 1,00,00,00,000/- (Rupees One Hundred Crores only) and to borrow such moneys or sum of moneys, from time to time, at its discretion, with or without security and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed aggregate of the paid up capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed a sum equivalent to INR 1,00,00,00,000/- (Rupees One Hundred Crores only) in Indian Rupees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director be and is hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Director of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

6) To empower board for creation of security on the properties of the company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the companies act, 2013:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) & other applicable laws and Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (the “Board”) to create charge, hypothecation, mortgage on any movable and/or immovable properties/assets of the Company wheresoever situated, both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any banks, financial institutions, hire purchase/ lease companies, body corporate or any other persons on such terms and conditions as the Board may think fit, for the benefit of the Company and as agreed between Board and lender(s) towards security for borrowing of funds from time to time, not exceeding INR 1,00,00,00,000/- (Rupees One Hundred Crores only) for the purpose of business of the Company or otherwise as per the requirements of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other statutory and procedural formalities to be complied with in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director be and is hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Director of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7) To approve the increase in limits applicable for making investments/extending loans & giving guarantees or providing securities in connection with loans to person/ body corporates under Section 186 of the Company Act 2013:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification or re-enactment thereof), subject to the terms of Articles of Association of the Company and any other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the company be and is hereby accorded for empowering the Board of Directors of the company for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities to anybody or other person/entity whether in India or outside India, as may be considered appropriate for an amount not exceeding ₹1,00,00,00,000/- (Rupees Hundred Crores only), notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Director of the company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

8) To consider and approve the proposal for capital raising in one or more tranches by way of issuance of equity shares and/or equity linked securities by way of qualified institutional placement (“QIP”):

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 23, Section 42, Section 62(1)(c) and other

applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India from time to time, each as amended, the listing agreements entered into by the Company National Stock Exchange of India Limited where the equity shares of face value of Rs. 10 each of the Company (the "Equity Shares") are listed ("Stock Exchanges"), and other applicable statutes, laws, regulations, rules, notifications or circulars or guidelines promulgated or issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Registrar of Companies ("RoC"), the Government of India ("GOI") and such other governmental/ statutory/ regulatory authorities in India or abroad, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, ROC, or any other concerned governmental/ statutory/regulatory authority in India or abroad ("Appropriate Authorities"), and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company ("Board"), which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the shareholders be and is hereby accorded to create, issue, offer and allot such number of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "Securities") (including with provisions on firm and / or competitive basis, or such part of issue and for such categories of persons as may be permitted) for cash, in one or more tranches, for an aggregate amount upto Rs. 150 Crores (Rupees One Hundred Fifty Crores only), (inclusive of such discount subject to section 53 of the Companies Act, 2013 or premium to market price or prices permitted under applicable law), through one or more of the permissible modes including but not limited to private placement, qualified institutions placement ("QIP") to "*qualified institutional buyers*" as defined in the SEBI ICDR Regulations through an offer document and / or a private placement offer letter and/ or such other documents/writings/circulars/ memorandum in such a manner, in such tranche or tranches, by way of an issue of Securities or any combination of Securities with or without premium, to be subscribed by all eligible investors, including, residents and / or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions, insurance companies any other category of persons or entities who are authorized to invest in the Securities of the Company as per extant regulations / guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company (collectively called "Investors"), to all or any of them, jointly or severally, on such other terms and conditions as may be mentioned in the offer/ placement document and / or private placement offer letter (along with the application form), and/ or such other documents/writings/ circulars/ memorandum to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and other relevant factors wherever necessary, in consultation with the lead manager(s) and/ or other advisors appointed by the Company, and the terms of the issuance as may be permitted by the Appropriate Authorities, including issue of Securities and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion, so as to enable the Company to list on any stock exchange in India.

RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

1. QIP to be undertaken pursuant to the special resolution passed at meeting of the shareholders of the Company.
2. the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
3. the Eligible Securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid-up basis;
4. the tenure of the convertible or exchangeable Eligible Securities (if any) issued through the QIP shall not exceed sixty months from the date of allotment;
5. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee. Further, no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;
6. the allotment of Securities except as may be permitted under SEBI ICDR Regulations and other applicable laws shall only be to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations (“QIBs”) and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company; the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution;
7. the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in accordance with Regulation 171 of the SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of meeting in which the Board decides to open the QIP and in the event Other Eligible Securities are issued to QIBs by way of QIP, the ‘Relevant Date’ for pricing of such Other Eligible Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

RESOLVED FURTHER THAT in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (“Floor Price”), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price.

RESOLVED FURTHER THAT in case the issue is made pursuant to QIP, the effect on the price of the equity shares of the issuer due to material price movement and confirmation of reported event or information may be excluded as per the framework specified under sub-regulation (11) of regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for calculation of the issue price under this regulation.

RESOLVED FURTHER THAT in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of

- dividend on shares;
- b. makes a rights issue of Equity Shares;
- c. consolidates its outstanding Equity Shares into a smaller number of shares;
- d. divides its outstanding Equity Shares including by way of stock split;
- e. re-classifies any of its Equity Shares into other securities of the issuer; and
- f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT, in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the Issue.

RESOLVED FURTHER THAT such of those equity shares as are not subscribed to may be disposed of by the Board, in its absolute discretion, in such manner, as the Board may deem fit and as permissible under relevant laws/guidelines.

RESOLVED FURTHER THAT any director or Company Secretary be and hereby authorized for the purpose of giving effect to this resolution, to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement

agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any director or Company Secretary be and hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.

9) To approve Trident Techlabs Limited Employee stock option plan 2025:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEBSE Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the board of directors of the Company (“Board”) vide resolution dated 08th August, 2025, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the approval of National Stock Exchange Limited where the shares of the company are listed and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to approve the **“TRIDENT TECHLABS Employees Stock Option 2025** (hereinafter referred to as the **“ESOP TRIDENT TECHLABS 2025”**) and to the Board (which term shall be deemed fit constituted to exercise its powers, including the powers, conferred by this resolution), to offer and grant, up to **1,80,000 (One Lakh Eighty Thousand Only)** Equity shares employee stock options, unless otherwise decided by the Board, to the eligible employees of the Company and its Subsidiary Company(ies), determined in accordance with the terms of **ESOP TRIDENT TECHLABS LIMITED 2025**, from time to time, in one or more tranches, exercisable in aggregate into not more than 1.04% of the total post-issue capital as equity shares of the Company, with each such option being exercisable for one equity share of a face value of Rs. 10/- (Rupees Ten only) each fully paid-up on payment of the requisite exercise price to the Company, and on such terms and conditions as may be determined by the Board / NRC Committee in accordance with the provisions of the **ESOP TRIDENT TECHLABS 2025** and provisions of applicable law as may be prevailing at that time.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board to implement the **ESOP TRIDENT TECHLABS 2025** and to allot such number of equity shares of the Company, not exceeding **1,80,000 (One Lakh Eighty Thousand Only)** equity shares of face value of

Rs. 10/- (Rupees Ten only) each fully paid up, to the eligible employees pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, upon due exercise of the options granted to them in accordance with **ESOP TRIDENT TECHLABS 2025**, at such price as may be deemed fit, in due compliance with the provisions of the Companies Act, 2013, including any rules framed thereunder.

RESOLVED FURTHER THAT in case of any corporate action(s) such as bonus issue, rights issue and others, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the employee stock options granted including issue of any additional equity shares by the Company to the employee stock option grantees and the ceiling of **1,80,000 (One Lakh Eighty Thousand Only)** of options / equity shares shall be deemed to increase to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of options available for being granted under the **ESOP TRIDENT TECHLABS 2025**, shall stand modified accordingly, so as to ensure that the cumulative paid-up value of the total equity shares arising out of exercise of options that can be issued remains unchanged, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose and on behalf of the Company, to settle any question, difficulty or doubt that may arise in regard to such issue or offer, allocation, allotment and to make any consequential modifications, changes, variations, alterations or revisions in **ESOP TRIDENT TECHLABS 2025** in conformity with the provisions of the Companies Act, 2013, the Memorandum of Association and Articles of Association of the Company and other applicable laws and do all such acts, deeds, things as may be necessary or desirable in connection with or incidental to giving effect to these resolutions.”

10) To Change the Designation and appoint and approve the terms and conditions of appointment of Mr. Sukesh Chandra Naithani (DIN:00034578) as Whole Time Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), consent of the Members of the Company be and is hereby accorded to appoint Mr. Sukesh Chandra Naithani (DIN: 00034578) as Whole-Time Director of the Company, for a period of 5 (Five) years with effect from 08th August, 2025, liable to retire by rotation and on the terms and conditions including remuneration as set out with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Sukesh Chandra Naithani subject to the same not exceeding the limits specified by the shareholders’ approval passed through special resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1) Tenure of Appointment:

For a period of 5 years commencing from August 08th, 2025 to August 07th, 2030.

2) Nature of duties:

- a. Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-Time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-Time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- b. The Whole-Time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3) Remuneration:

- a) In accordance with this Special Resolution of shareholder's approval, the Company shall pay Mr. Sukesh Naithani, Whole-Time Director, a basic gross salary not exceeding Rs. 1,11,78,000/- (Rupees One Crore Eleven Lakhs Seventy-Eight Thousand only) along with a performance-based incentive equivalent to 2% of the Annual Turnover of the Company. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.
- b) The remuneration referred above in clause (a) is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval.
- c) Provided further that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above in clause (a) exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-Time Director;

- (a) The Whole-Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- (b) The Whole-Time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole-Time Director shall cease.
- (c) This appointment may be terminated by sixty days' notice on either side or the Company paying sixty days remuneration in lieu of such notice.
- (d) The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;
 - if the Whole-Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-Time Director of any of the stipulations to be executed between the Company and the Whole-Time Director; or

- In the event the Board expresses its loss of confidence in the Whole-Time Director.
 - In the event the Whole-Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
 - Up on the termination by whatever means of the Whole-Time Director's employment;
1. The Whole-Time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-Time Director is at the material time a Director or other officer;
 2. The Whole-Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
 3. The Whole-Time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

11) To change the Designation and appoint and approve the terms and conditions of appointment of Mr. Sarad Chandra Naithani (DIN: 02829875) as whole-time director of the company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 152, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf) and subject to approval of members of the company, consent of the Board of Directors of the Company be and is hereby accorded to change the designation of Mr. Sarad Chandra Naithani (DIN: 02829875) as Whole-Time Director of the Company, for a period of 5 (Five) years with effect from August 08, 2025 liable to retire by rotation and on the terms and conditions including remuneration as set out with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Sarad Chandra Naithani subject to the same not exceeding the limits specified by the shareholders' approval passed through special resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1.) Tenure of Appointment:

For a period of 5 years commencing from August 08th, 2025 to August 07th, 2030.

2.) Nature of duties:

- a. Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-Time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-Time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such

powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

- b. The Whole-Time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3.) Remuneration:

- a) In accordance with this Special Resolution of shareholder's approval, the Company shall pay Mr. Sarad Chandra Naithani, Whole-Time Director, a basic gross salary not exceeding Rs. 64,25,538/- (Rupees Sixty-Four Lakhs Twenty-Five Thousand Five Hundred Thirty-Eight only), along with a performance-based incentive equivalent to 55% of his basic gross salary. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.
- b) The remuneration referred above in clause (a) is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval.
- c) Provided further that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above in clause (a) exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-Time Director;

- (a) The Whole-Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
 - (b) The Whole-Time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole-Time Director shall cease.
 - (c) This appointment may be terminated by thirty days' notice on either side or the Company paying thirty days remuneration in lieu of such notice.
 - (d) The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;
 - if the Whole-Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-Time Director of any of the stipulations to be executed between the Company and the Whole-Time Director; or
 - In the event the Board expresses its loss of confidence in the Whole-Time Director.
 - In the event the Whole-Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
 - Up on the termination by whatever means of the Whole-Time Director's employment;
1. The Whole-Time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably

- authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-Time Director is at the material time a Director or other officer;
2. The Whole-Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
 3. The Whole-Time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

12) To change the designation and appoint and approve the terms and conditions of appointment of Mr. George Anil Dsilva (DIN: 08089504) as Whole-time director of the company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), consent of the Members of the Company be and is hereby accorded to appoint Mr. George Anil Dsilva (DIN: 08089504) from Non- Executive Director to Whole-Time Director of the Company, for a period of 5 (Five) years with effect from August 08, 2025 liable to retire by rotation and on the terms and conditions including remuneration as set out with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. George Anil Dsilva subject to the same not exceeding the limits specified by the shareholders' approval passed through special resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1) Tenure of Appointment:

For a period of 5 years commencing from August 08th, 2025 to August 07th, 2030.

2) Nature of duties:

- a. Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-Time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-Time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- b. The Whole-Time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3) Remuneration:

- a) In accordance with this Special Resolution of shareholder's approval, the Company shall pay Mr. George Anil Dsilva, Whole-Time Director, a basic gross salary not exceeding Rs. 64,25,538/- (Rupees Sixty-Four Lakhs Twenty-Five Thousand Five Hundred Thirty-Eight only), along with a performance-based incentive equivalent to 55% of his basic gross salary. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.
- b) The remuneration referred above in clause (a) is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval.
- c) Provided further that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above in clause (a) exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-Time Director;

- (a) The Whole-Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- (b) The Whole-Time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole-Time Director shall cease.
- (c) This appointment may be terminated by thirty days' notice on either side or the Company paying thirty days remuneration in lieu of such notice.
- (d) The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;
 - if the Whole-Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-Time Director of any of the stipulations to be executed between the Company and the Whole-Time Director; or
 - In the event the Board expresses its loss of confidence in the Whole-Time Director.
 - In the event the Whole-Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
 - Up on the termination by whatever means of the Whole-Time Director's employment;
1. The Whole-Time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-Time Director is at the material time a Director or other officer;
2. The Whole-Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
3. The Whole-Time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the di-

rector of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

13) To change the designation and appoint and approve the terms and conditions of appointment of Mr. Tushar Bhanudas Borole (DIN: 08089502) as whole-time director of the company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), consent of the Members of the Company be and is hereby accorded to appoint Mr. Tushar Bhanudas Borole (DIN: 08089502) from Non- Executive Director to Whole-Time Director of the Company, for a period of 5 (Five) years with effect from August 08, 2025 liable to retire by rotation and on the terms and conditions including remuneration as set out with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Tushar Bhanudas Borole subject to the same not exceeding the limits specified by the shareholders’ approval passed through special resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1) Tenure of Appointment:

For a period of 5 years commencing from August 08th, 2025 to August 07th, 2030.

2) Nature of duties:

- a. Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-Time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-Time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- b. The Whole-Time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3) Remuneration:

- a) In accordance with this Special Resolution of shareholder’s approval, the Company shall pay Mr. Tushar Bhanudas Borole, Whole-Time Director, a basic gross salary not exceeding Rs. 64,25,538/- (Rupees Sixty-Four Lakhs Twenty-Five Thousand Five Hundred Thirty-Eight only), along with a performance-based incentive equivalent to 55% of his basic gross salary. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.

- b) The remuneration referred above in clause (a) is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval.
- c) Provided further that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above in clause (a) exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-Time Director;

- (a) The Whole-Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- (b) The Whole-Time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole-Time Director shall cease.
- (c) This appointment may be terminated by thirty days' notice on either side or the Company paying thirty days remuneration in lieu of such notice.
- (d) The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;
 - if the Whole-Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-Time Director of any of the stipulations to be executed between the Company and the Whole-Time Director; or
 - In the event the Board expresses its loss of confidence in the Whole-Time Director.
 - In the event the Whole-Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
 - Up on the termination by whatever means of the Whole-Time Director's employment;
1. The Whole-Time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-Time Director is at the material time a Director or other officer;
2. The Whole-Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
3. The Whole-Time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

14) Appointment of Mr. Rohit Sunil Periwal (DIN: 09168445) as Non-Executive Independent Director of the company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Rohit Sunil Periwal (DIN: 09168445) who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., from August 08, 2025 to August 07, 2030.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

15) To revise and increase the remuneration of Mr. Praveen Kapoor (DIN: 00037328), Managing Director of the company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to revise and increase the remuneration of Mr. Praveen Kapoor (DIN: 00037328), Managing Director of the Company, for the remaining tenure of his appointment, i.e., from the Financial Year 2025-26, as approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Company shall pay Mr. Praveen Kapoor, Managing Director, a revised basic gross salary not exceeding Rs. 1,11,78,000/- (Rupees One Crore Eleven Lakhs Seventy-Eight Thousand only) per annum, along with a performance-based incentive equivalent to 2% of the Annual Turnover of the Company, as may be determined by the Board from time to time. Mr. Praveen Kapoor shall also be entitled to perquisites, benefits, and allowances, if any and reimbursement of expenses incurred during the course of official duties, subject to approval by the Board of Directors from time to time.

The remuneration of the Managing Director referred above is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder’s approval.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned above exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT all other terms and conditions of his appointment as approved ear-

lier by the shareholders shall remain unchanged.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution including filing of necessary forms with the Registrar of Companies.”

Registered Office:

1/18-20, 2nd Floor, White House, Rani Jhansi Road, New Delhi, India,
110055

By order of the Board,
For, **Trident Techlabs**
Limited

Sd/-

Praveen Kapoor
Managing Director
DIN: 00037328

Date: August 08, 2025

Place: New Delhi

NOTES

1. Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject (“SEBI Circulars”), have permitted to conduct the Annual General Meeting (“AGM”) virtually, without physical presence of Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 25th AGM of the Company is being held virtually. The deemed venue for the 25th AGM will be the Registered Office of the Company – 1/18-20, 2nd Floor, White House, Rani, Jhansi Road, New Delhi – 110055.
2. Since the AGM will be held through VC facility, the Route Map is not annexed in this Notice.
3. In compliance with the applicable Circulars, Notice of the AGM along with the Annual Report for FY 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the RTA/Company/Depositories. Members may note that the Notice and Annual Report for FY 2024-25 are also available on the Company’s website at <https://www.tridenttechlabs.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (“the Act”) with respect to Item No. 3 to 15 forms part of this Notice. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM forms part of the Explanatory Statement, respectively.
5. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Since the AGM is being held through VC facility, the facility for appointment of proxies by the members will not be available. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate / institutional members intending to authorize their representative to attend the Meeting through VC/OAVM facility are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the

Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at compliance@tridenttechlabs.com upto Friday, August 29, 2025. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 ("the Act") and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@tridenttechlabs.com
12. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended **31st March, 2025** is uploaded on the Company's website www.tridenttechlabs.com and can be accessed by the members from there.
13. All shareholders are requested to dematerialize their shareholding immediately as The Securities and Exchange Board of India (SEBI) has mandated the transfer of shares only in demat mode.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent,

Maashitla Securities Private Limited,

451, Krishna Apra Business Square,
Netaji Subhash Place, Pitampura,
New Delhi – 110034

Investor Grievance Email: rta@maashitla.com

15. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, e-mail if any, to the Registrar and Transfer Agent of the Company viz.:

Maashitla Securities Private Limited,

451, Krishna Apra Business Square,
Netaji Subhash Place, Pitampura,
New Delhi – 110034

Investor Grievance Email: rta@maashitla.com

The Company has appointed Mr. Himanshu Surendrakumar Gupta of M/s. Himanshu S K Gupta & Associates, Practicing Company Secretary, as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner.

The Members, whose name appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e., Monday, September 1, 2025, may cast their vote. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 1, 2025.

16. Voting through electronic means:

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of 25th AGM through electronic voting system, to members holding shares as on Monday, September 1, 2025, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Friday September 5, 2025 at 09:00 A.M. (IST)** and ends on **Sunday September 7, 2025 at 05:00 P.M. (IST)** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 1, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 1, 2025.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](http://www.cdslindia.com).

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to himanshugupta@live.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost

care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@tridenttechlabs.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@tridenttechlabs.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance by Friday, August 29, 2025 mentioning their name, demat account number/folio number, email id, mobile number at compliance@tridenttechlabs.com. The same will be replied by the company suitably.

General Instructions:

- a. The Scrutinizer shall within a period not exceeding Two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tridenttechlabs.com within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the NSE Limited.

17. Explanatory Statement as per Section 102 of the Companies Act, 2013 is mentioned below.

Item: 3: Appointment of M/s. HM & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company:

Pursuant to the recent amendments notified in Regulation 24A by way of SEBI(LODR) (third amendment) Regulations, 2024, with effect from 1st April, 2025, the Company is required to appoint a Secretarial Auditor, who is a Peer Reviewed Company Secretary.

In accordance with the above regulation, and on the recommendation of the Audit Committee, the Board of Directors in their meeting held on 08th August, 2025 proposed to appoint **M/s HM and Associates**, Practicing Company Secretaries (Firm Number: P2025GJ103300) (Peer Review No. 6925/2025), as the Secretarial Auditor of the Company, for performing Secretarial Audit of the Company for a period of five consecutive years beginning from 1st April 2025 till 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket expenses, as recommended by the Audit committee and as may be mutually agreed between the Board and the Secretarial Auditor.

The Secretarial Auditor confirms that they holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that they have not incurred any disqualifications as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is required for such appointment.

HM and Associates have given its consent to act as the Secretarial Auditor of the Company and has also confirmed that they hold a valid peer review certificate issued by Institute of Company Secretaries of India (ICSI) and they are not disqualified from being appointed as the Secretarial Auditor.

The Board of Directors recommends passing of Ordinary Resolution as contained in item no. 03 of the

notice.

None of the Directors or KMPs of the Company or their relatives, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Item: 4: Increase in authorised share capital of the company and consequential alteration of Capital clause of Memorandum of association of the company:

The Present Authorised Share Capital of the Company is Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 1,90,00,000 equity shares of Rs. 10/- (Rupees Ten each).

As stated in subsequent business item/ resolution at item no. 8 & 9, as part of the Qualified Institutions Placement and ESOPs the Company is proposing to issue further equity shares to the Investors & it's employees. Accordingly, it is proposed to increase the authorised share capital of the Company from Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 1,90,00,000 equity shares of Rs. 10/- (Rupees Ten each) to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores only) divided into 2,20,00,000 equity shares of Rs. 10/- (Rupees Ten each) by creation of additional 30,00,000 (Thirty Lakhs) equity shares of INR 10/- (Rupees Ten Only) each in the existing authorised equity share capital of the Company.

The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approvals in terms of provisions of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

Accordingly, this resolution is to seek Members' approvals for increase in authorized share capital and consequential alteration to Memorandum of Association of the Company.

The Board of Directors recommends passing of Ordinary Resolution as contained in item no. 04 of the notice.

None of the Directors or KMPs of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Item: 5: Modification and to increase the existing borrowing limits approved under section 180(1) (c) of the Companies Act, 2013:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of moneys so borrowed shall not exceed Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only).

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys from banks, financial institutions, directors and their relatives, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid-up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing powers of the Board provided the total amount so borrowed by the Board shall not, at any time

exceed the limit of Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only).

The Board of Directors recommends passing of Special resolution as contained in item no. 5 of the notice.

None of the Directors or KMPs of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Item: 6: To empower board for creation of security on the properties of the company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the companies act, 2013:

In terms of the provisions of Section 180(1)(a) read with Section 110 of the Companies Act, 2013 and Rules made thereunder, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the company without the consent of the Shareholders of the Company by way of a Special Resolution. Accordingly, the Special Resolution for creation of mortgage and/or charge on all or any of the movable and/or immovable properties and to sell, lease or otherwise dispose off of all or any of the movable and/or immovable properties of the Company, is proposed to be passed in this AGM.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge hypothecation, mortgage on any movable and/or immovable properties/assets of the Company where-soever situated, both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any banks, financial institutions, hire purchase/lease companies, body corporate or any other persons.

The Board of Directors of the Company in its meeting held on August 05, 2025 approved the above proposal and recommends the passing of the Resolution contained in this Item no. 6 of the accompanying Notice as a Special Resolution.

None of the Directors or KMPs of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Item: 7: To approve the increase in limits applicable for making investments/extending loans & giving guarantees or providing securities in connection with loans to person/ body corporates under Section 186 of the Company Act 2013:

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / new investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same for an amount not exceeding ₹1,00,00,00,000/- (Rupees Hundred Crores only).

The Board of Directors of the Company in its meeting held on August 08, 2025 approved the above proposal and recommends the passing of the Resolution contained in this Item no.7 of the accompanying Notice as a Special Resolution.

None of the Directors or KMPs of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Item: 8: To consider and approve the proposal for capital raising in one or more tranches by way of issuance of equity shares and/or equity linked securities by way of qualified institutional placement ("QIP"):

Particulars of the Issuance of Securities

The Company continues to evaluate opportunities to growth and strengthen its balance sheet. Accordingly, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term or such other Committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) at their meeting held on 08th August, 2025 and in order to fulfil the aforesaid objects of the Company, it is proposed to have an enabling approval for raising funds for an amount up to Rs. 150 Crores in one or more tranches, on such terms and conditions as it may deem fit, by way of issuance of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") through one or more of the permissible modes including but not limited to private placement, qualified institutions placement. The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

Object of the QIP: The Company and its Board intend to deploy the net proceeds in the Company after deducting fees, commissions and expenses related to the Issue, in the working capital of the company, General Corporate Purpose, towards re-payment of loans taken by the Company and towards capital expenditure. The fund to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised under QIP.

Basis or justification of pricing: The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and other applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the Offering shall not be less than the price determined in accordance with the SEBI ICDR Regulations, through either the book building mechanism (in case of a public offer) or a prescribed formula, as the case maybe.

Interest of Promoter, Directors and Key Managerial Personnel: If a QIP is undertaken in terms of Chapter VI of SEBI ICDR Regulations, the Promoter, member of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP.

Schedule of the Offering: The detailed terms and conditions for the offering will be determined in consultation with the advisors, book running lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for different kinds of issuances. The allotment of the Securities pursuant to the Offering shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event a QIP is undertaken, the allotment shall be completed within 365 days from the date of this resolution.

Other material terms:

In case the Issue is made through a qualified institutions placement:

- (i) the allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations (“QIBs”);
- (ii) the “relevant date” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP; or in case of issuance of convertible securities, the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
- (iii) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- (iv) An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;
- (v) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (vi) the Securities (excluding warrants) shall be allotted on fully paid-up basis
- (vii) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- (viii) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.
- (ix) The Equity Shares issued, if any, shall rank pari-passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche/s, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals (whether or not such investors are members of the Company) or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution decide otherwise. Since the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, approval of the Members is also being sought pursuant to the provisions of Section 62(1)(c)

and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, therefore, recommends the special resolution, as set out in Item no. 08 of this Notice, for approval by the Members of the Company.

None of the Directors or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company. The Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/ institutions in which they are Directors or Members.

Item 9. To approve Trident Techlabs Limited Employee stock option plan 2025

Stock options have long been recognized internationally as an effective instrument to align the incentives and reward its senior leadership team and key management team ("Key Personnel"), providing an opportunity to eligible employees to share the growth of the company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholders value.

In the present competitive economic environment in the country and in the long-term interests of the Company and its shareholders, it is necessary that the Company adopts suitable measures for attracting and retaining qualified, talented and competent personnel.

An employee stock option scheme, designed to foster a sense of ownership and belonging amongst personnel, is a well-accepted approach to this end. It is, therefore, appropriate to consider an Employee Stock Option Scheme for the employees of the Company and its subsidiary company(ies).

The Board of Directors of the Company, at its meeting held on 08th August, 2025 approved the Trident Techlabs Employees Stock Option Plan 2025 (hereinafter referred to as the **"ESOP TRIDENT TECHLABS 2025"**) for the benefit of eligible Employees of the Company and its subsidiary company(ies).

Disclosure/main features of TRIDENT TECHLABS Employees Stock Option Plan 2025 pursuant to the Companies Act, 2013 are as under:

- a. Brief description of the Scheme:** Based on the Board meeting held on 08th August 2025, the ESOP TRIDENT TECHLABS 2025 was finalized for eligible employees according to the following criteria:
 - The aggregate number of Options that may be Granted under this ESOP Plan shall not exceed 1,80,000 (One Lakh Eighty Thousand) shares (1.04% of 1,81,58,400 shares) subject to adjustment as may be required due to any Corporate Action or Change in Capital Structure of the Company.
 - Each of such Option(s) shall confer upon the Option Holder the right to subscribe 1 Share of the Company of face value Rs. 10 (Ten) each fully paid-up, at the Exercise Price.
- b. Total number of stock options to be granted:**

The total number of stocks granted under the Plan shall not exceed **180,000 (One Lakh Eighty Thousand)** Shares of the Company, unless otherwise determined by the Board / NRC Committee.
- c. Identification of classes of Employees entitled to participate in the Scheme:** As decided by the management on a case-by-case basis, eligibility will be determined by their qualifications or past performance, contribution to the company's growth, and the criticality of the position held within the company.
- d. Requirements of vesting and period of vesting:** The options granted under the ESOP Scheme would vest not less than 1 (one) year and not more than 5 (five) years from the date of grant of an option. The specific vesting schedule and vesting conditions, if any, subject to which vesting would

take place shall be specified in the grant letter issued to the option holder at the time of grant which may inter alia, include performance and time-based conditions.

- e. The maximum period within which the options shall be vested:** All the options granted under the ESOP Scheme shall vest on such dates and such proportions as maybe determined in the Scheme. However, such options would not vest later than 5 (five) years from the date of grant of option.
- f. The exercise price or the formula for arriving at the same:** The exercise price will be the fair market value (i.e. the value of an equity share of the Company as may be determined by an independent registered valuer / chartered accountant as per accepted pricing methodology and applicable laws) on the date of grant payable by the option holder for exercising each of the vested options, unless the Board specifically decides to provide for a lower price (but not lower than the face value of the shares) and included in the grant letter, provided that the price is in conformity with applicable accounting standards.
- g. The exercise period and process of exercise:** Exercise period means the time period after Vesting within which the Option Holder(s) can Exercise the Vested Option(s) . Accordingly, vested options can be exercised within the exercise period as set out in the grant letter

Vested options are to be exercised as follows:

- During employment – within the Exercise Period set out in the grant letter.
- In the event of death of an option holder while in employment with the Employer Company - within 6 (six) months from the date of death of the option holder.
- In the event of separation of an option holder from the Employer Company due to reasons of Permanent Disability while in employment of the Company - within 6 (six) months from the date of separation from employment of the option holder from the Employer Company due to such Permanent Disability.
- In the event of the option holder's separation from the Employer Company for reasons of normal retirement, superannuation or a retirement specifically approved by the Employer Company, or resignation by the option holder, or termination by Employer Company for any reason other than 'Cause'- on the last working date.
- In case of termination of the option holder's employment with the Employer Company due to Cause or breach of post employment obligations – all options (unvested and vested) will lapse.

- h. The appraisal process for determining the eligibility of the Employees for the Scheme:** The appraisal process for determining employee eligibility for the scheme involves a thorough evaluation of their Performance and contributions to the company's growth. Additionally, feedback from supervisors and peers, as well as alignment with the company's strategic goals, will be considered to ensure a holistic assessment.

- i. The lock in period, if any:** The shares issued under the ESOP Plan will be subject to transfer restrictions and lock-in restrictions as provided in the articles of association of the Company.

- j. Maximum number of options to be issued per Employee and in aggregate under the scheme(s):** 1,80,000 (One Lakh Eighty Thousand) options.

- k. ESOP Scheme will be implemented and administered directly by the company and the scheme involves issuance of new shares.**

- l. The method which the company shall use to value its options:** As per SEBI regulations for valuation, the company shall follow the regulations and provisions of SEBI (Securities and Exchange Board of India) by using a Category 1 Registered Merchant Banker, as well as comply with the Com-

panies Act, 2013.

m. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct: In the event of abandonment of employment by an Option Holder without the Employer Company's consent or termination of employment "for cause", all Options to such Employee, including the Vested Options, which were not Exercised at the time of abandonment of employment or termination "for cause", shall stand terminated with immediate effect. The term "for cause" shall include the following and any other grounds that may be designated as such under the employment agreement of any Employee:

- I. If any information, declaration or testimonials furnished by an Employee are found to be incorrect, incomplete or misleading in any way; or
- II. If an Employee is found to have willfully suppressed any material information; or
- III. If an Employee acts in contravention any Applicable Law or fail to comply with any of the Company's rules, regulations or policies; or
- IV. If an Employee is guilty of misconduct or neglect/ dereliction of duty (including habitual absenteeism, non-adherence to office timings etc.), or has failed to perform his/her employment duties or commit any other breach of any obligations under the employment agreement of the Employee; or
- V. If an Employee becomes the subject of bankruptcy, or found to have indulged in any financial irregularities; or
- VI. If an Employee has or is accused of having committed an offence involving moral turpitude or engaged in acts involving fraud or dishonesty or commission of an unlawful act; or
- VII. If an Employee acts in a manner, or engage in behavior, which is likely to bring the Company into disrepute or prejudice the interests of the Company; or
- VIII. If an Employee taken any action which may result in a claim for compensation, damages, censure or the like being asserted against the Company by any person; or
- IX. If an Employee has been found not to possess the skills, knowledge and competency for which he/she was hired, or the Employee's demonstrated performance has been found to be below par.

n. the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee: All vested Options may be Exercised by the Option Holder within the Exercise Period.

o. a statement to the effect that the company shall comply with the applicable accounting standards: The company shall comply with applicable accounting standards and all applicable provisions of the Companies Act, 2013 with regard to the ESOP Scheme.

The Board recommends the above resolution as given in Item no. 09 for your approval as Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives or any other officials of the Company except to the extent of their shareholding in the Company is in any way, financially or otherwise, concerned or interested in the resolution

ITEM 10: To change the Designation and appoint and approve the terms and conditions of appointment of Mr. Sukesh Chandra Naithani (DIN:00034578) as Whole Time Director of the company

Mr. Sukesh Chandra Naithani (DIN: 00034578) 56 years old, has bachelor's degree in science from Hemvati Nandan Bahuguna Garhwal University in the year 1986. and possess more than 25 years of experience of the business of Information Technology and Electronics and he is actively involved in strategic marketing of infotech, electronic products and tech education services whereby he is promoting engineering system simulation at numerous engineering colleges, laboratories and private industry.

Mr. Sukesh Chandra Naithani is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sukesh Chandra Naithani as Whole-time Director, for the approval of the shareholders of the Company by special resolution.

None of the Director or KMP of the company is related with Mr. Sukesh Chandra Naithani except Sarad Chandra Naithani, who is brother of Mr. Sukesh Chandra Naithani.

Nature of duties:

- Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- The Whole-time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

The principal terms and conditions of appointment of Mr. Sukesh Chandra Naithani as Whole-time Director are as follows:

Remuneration:

In accordance with this Special Resolution of shareholder's approval, the Company shall pay Mr. Sukesh Naithani, Whole-Time Director, a basic gross salary not exceeding Rs. 1,11,78,000/- (Rupees One Crore Eleven Lakhs Seventy-Eight Thousand only) along with an additional performance-based incentive equivalent to 2% of the Annual Turnover of the Company. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together.

The remuneration referred above in clause (a) is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval.

Provided further that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above in clause (a) exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-time Director;

1. The Whole-time Director is also required to adhere with the Code of Conduct, intellectual property,

non-competition, no conflict of interest with the Company and maintenance of confidentiality.

2. The Whole-time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole-time Director shall cease.
3. This appointment may be terminated by sixty days' notice on either side or the Company paying sixty days remuneration in lieu of such notice.
4. The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice.
 - a. If the Whole-time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - b. In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-time Director of any of the stipulations to be executed between the Company and the Whole-time Director r; or
 - c. In the event the Board expresses its loss of confidence in the Whole-time Director.
 - d. In the event the Whole-time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
1. Up on the termination by whatever means of the Whole-time Director 's employment;
 - The Whole-time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-time Director is at the material time a Director or other officer;
 - The Whole-time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
 - The Whole-time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.
 - The relevant details as required under Schedule V to the Companies Act, 2013 are provided here-under;

A. General Information

1. Nature of Industry:

The company is into the business of global technology solutions industry, catering to key sectors such as aerospace, defense, automotive, telecom, medical, semiconductor, and power distribution. These industries are experiencing rapid transformation, driven by the demand for innovation, efficiency, and enhanced performance.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on 09/05/2000 under the Companies Act, 1956.

3. In case of new companies, expected date of commencement of activities as per project

approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance of the Company for F.Y. 2024-25 based on given indicators:

Sr. No.	Particulars	(Rs. in lakhs)
1.	Income for the year	7729.86
2	Profit before Interest, Depreciation and Tax	6050.81
3	Finance Charges	265.25
4	Depreciation	127.49
5	Profit before Taxes	1551.55
6	Provisions for Taxation/ Deferred Tax	399.99
7	Net Profit/(Loss) for the Current Year	1158.56

5.Foreign investments or collaborations, if any: N.A.

6.Information about the appointee:

Mr. Sukesh Chandra Naithani (DIN: 00034578), 56 years old, has bachelor's degree in science from Hemvati Nandan Bahuguna Garhwal University in the year 1986. and possess more than 25 years of experience in the business of Information Technology and Electronics and he is actively involved in strategic marketing of infotech, electronic products and tech education services whereby he is promoting engineering system simulation at numerous engineering colleges, laboratories and private industry.

Past remuneration: The total remuneration drawn during the financial year 2024–25 amounted to INR 2,06,14,400.00

Recognition or awards: NA

Job profile and his suitability:

Mr. Sukesh Chandra Naithani, aged 56 years, possesses over 25 years of extensive experience in the field of Information Technology, Electronics, and strategic marketing. He has been actively involved in promoting engineering system simulation and has made significant contributions to the advancement of tech education services. His expertise spans across the marketing and deployment of infotech and electronic products, with a focus on fostering innovation in engineering colleges, laboratories, and the private industrial sector.

Remuneration proposed:

The basic gross salary not exceeding Rs. 1,11,78,000 (Rupees One Crore Eleven Lakhs Seventy-Eight Thousand only) along with an additional performance-based incentive equivalent to 2% of the Annual Turnover of the Company. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Sukesh Chandra Naithani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the

managerial personnel, if any:

Mr. Sukesh Chandra Naithani is a Director, CEO & CFO of the Company and holds 47,01,018 equity shares. He is the promoter of the Company apart from his shareholding and directorship. None of the Directors or Key Managerial Personnel (KMP) of the Company are related to him, except Mr. Sarad Chandra Naithani, who is his brother.

Other Information:

(1) **Reasons of loss or inadequate profits:** The company has registered decent amount of profits and thus, this clause is not applicable.

(2) **Steps taken or proposed to be taken for improvement:** NA.

(3) **Expected increase in productivity and profits in measurable terms:** Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. August 08, 2025. The Board recommends this Special resolution for the approval of the Shareholders.

11. To change the Designation and appoint and approve the terms and conditions of appointment of Mr. Sarad Chandra Naithani (DIN: 02829875) as Whole Time Director of the company:

Mr. Sarad Chandra Naithani (DIN: 02829875), aged 62 years, holds a Postgraduate degree in Economics from the University of Garhwal, Srinagar. He has over 17 years of experience in overseeing business development, marketing, and managing key account relationships for the Company. His core expertise lies in identifying potential prospects, analyzing their requirements, and leading commercial negotiations effectively.

Mr. Sarad Chandra Naithani is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sarad Chandra Naithani as Whole-time Director, for the approval of the shareholders of the Company by special resolution.

None of the Director or KMP of the company is related with Mr. Sarad Chandra Naithani except Sukesh Chandra Naithani, who is brother of Mr. Sarad Chandra Naithani.

Nature of duties:

- Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- The Whole-time Director undertakes to employ the best of his skill and ability to make his utmost en-

endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

The principal terms and conditions of appointment of Mr. Sarad Chandra Naithani as Whole-time Director are as follows:

Remuneration:

In accordance with this Special Resolution of shareholder's approval, the Company shall pay Mr. Sarad Chandra Naithani, Whole-Time Director, a basic gross salary not exceeding Rs. 64,25,538/- (Rupees Sixty-Four Lakhs Twenty-Five Thousand Five Hundred Thirty-Eight only), along with an additional performance-based incentive equivalent to 55% of his basic gross salary. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.

The remuneration referred above in clause (a) is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval.

Provided further that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above in clause (a) exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-time Director;

1. The Whole-time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
2. The Whole-time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole-time Director shall cease.
3. This appointment may be terminated by thirty days' notice on either side or the Company paying thirty days remuneration in lieu of such notice.
4. The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice
 - a. If the Whole-time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - b. In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-time Director of any of the stipulations to be executed between the Company and the Whole-time Director; or
 - c. In the event the Board expresses its loss of confidence in the Whole-time Director.
 - d. In the event the Whole-time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
1. Up on the termination by whatever means of the Whole-time Director's employment;
- The Whole-time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some

person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-time Director is at the material time a Director or other officer;

- The Whole-time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
- The Whole-time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.
- The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

A. **General Information**

1. Nature of Industry:

The company is into the business of global technology solutions industry, catering to key sectors such as aerospace, defense, automotive, telecom, medical, semiconductor, and power distribution. These industries are experiencing rapid transformation, driven by the demand for innovation, efficiency, and enhanced performance.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on 09/05/2000 under the Companies Act, 1956.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance of the Company for F.Y. 2024-25 based on given indicators:

Sr. No.	Particulars	(Rs. in lakhs)
1.	Income for the year	7729.86
2	Profit before Interest, Depreciation and Tax	6050.81
3	Finance Charges	265.25
4	Depreciation	127.49
5	Profit before Taxes	1551.55
6	Provisions for Taxation/ Deferred Tax	399.99
7	Net Profit/(Loss) for the Current Year	1158.56

4. Foreign investments or collaborations, if any: N.A

5. Information about the appointee:

Mr. Sarad Chandra Naithani (DIN: 02829875), aged 62 years, holds a Postgraduate degree in Economics from the University of Garhwal, Srinagar. He has over 17 years of experience in overseeing business development, marketing, and managing key account relationships for the Company. His core expertise lies in identifying potential prospects, analyzing their requirements, and leading commercial negotiations effectively.

Past remuneration: The total remuneration drawn during the financial year 2024-25 amounted to INR 51,15,924.00

Recognition or awards: NA

Job profile and his suitability:

Mr. Sarad Chandra Naithani (DIN: 02829875), aged 62 years, holds a Postgraduate degree in Economics from the University of Garhwal, Srinagar. He has over 17 years of experience in overseeing business development, marketing, and managing key account relationships for the Company. His core expertise lies in identifying potential prospects, analyzing their requirements, and leading commercial negotiations effectively.

Remuneration proposed:

The basic gross salary not exceeding Rs. 64,25,538 (Rupees Sixty-Four Lakhs Twenty-Five Thousand Five Hundred Thirty-Eight only) along with an additional performance-based incentive of up to 55% of the of the fixed remuneration. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Sarad Chandra Naithani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Sarad Chandra Naithani is a Director of the Company and holds 1,890 equity shares. He does not have any pecuniary relationship, directly or indirectly, with the Company apart from his shareholding and directorship. None of the Directors or Key Managerial Personnel (KMP) of the Company are related to him, except Mr. Sukesh Chandra Naithani, who is his brother.

Other Information:

(1) **Reasons of loss or inadequate profits:** The company has registered decent amount of profits and thus, this clause is not applicable.

(2) **Steps taken or proposed to be taken for improvement:** NA.

(3) **Expected increase in productivity and profits in measurable terms:** Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. August 08, 2025. The Board recommends this Special resolution for the approval of the Shareholders.

12. To change the designation and appoint and approve the terms and conditions of appointment of Mr. George Anil Dsilva (DIN: 08089504) as Whole-time director of the company:

Mr. George Anil Dsilva (DIN: 08089504), aged 52 years, is a qualified Electronics and Communication Engineer from the Institution of Electronics and Telecommunication Engineers. He has over 25 years of experience in business development for power system engineering and solutions in the power and industrial sectors. His expertise also spans technical education, strategic planning, and enhancing operational efficiency.

Mr. George Anil Dsilva is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. George Anil Dsilva as Whole-time Director, for the approval of the shareholders of the Company by special resolution.

None of the Director or KMP of the company is related with Mr. George Anil Dsilva in this resolution financially or otherwise.

Nature of duties:

- Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- The Whole-time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

The principal terms and conditions of appointment of Mr. George Anil Dsilva as Whole-time Director are as follows:

Remuneration:

In accordance with this Special Resolution of shareholder's approval, the Company shall pay Mr. George Anil Dsilva, Whole-Time Director, a basic gross salary not exceeding Rs. 64,25,538/- (Rupees Sixty-Four Lakhs Twenty-Five Thousand Five Hundred Thirty-Eight only), along with a performance-based incentive equivalent to 55% of his basic gross salary. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.

The remuneration referred above in clause (a) is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval.

Provided further that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above in clause (a) exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-time Director;

1. The Whole-time Director is also required to adhere with the Code of Conduct, intellectual property, non competition, no conflict of interest with the Company and maintenance of confidentiality.
2. The Whole-time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole-time Director shall cease.
3. This appointment may be terminated by thirty days' notice on either side or the Company paying thirty days remuneration in lieu of such notice.
4. The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice.
 - a. If the Whole-time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - b. In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-time Director of any of the stipulations to be executed between the Company and the

Whole-time Director r; or

- c. In the event the Board expresses its loss of confidence in the Whole-time Director.
- d. In the event the Whole-time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

1. Up on the termination by whatever means of the Whole-time Director 's employment;
- The Whole-time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-time Director is at the material time a Director or other officer;
- The Whole-time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
- The Whole-time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.
- The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

A. General Information

1. Nature of Industry:

The company is into the business of global technology solutions industry, catering to key sectors such as aerospace, defense, automotive, telecom, medical, semiconductor, and power distribution. These industries are experiencing rapid transformation, driven by the demand for innovation, efficiency, and enhanced performance.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on 09/05/2000 under the Companies Act, 1956.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance of the Company for F.Y. 2024-25 based on given indicators:

Sr. No.	Particulars	(Rs. in lakhs)
1.	Income for the year	7729.86
2	Profit before Interest, Depreciation and Tax	6050.81
3	Finance Charges	265.25
4	Depreciation	127.49
5	Profit before Taxes	1551.55
6	Provisions for Taxation/ Deferred Tax	399.99
7	Net Profit/(Loss) for the Current Year	1158.56

4. Foreign investments or collaborations, if any: N.A

5. Information about the appointee:

Mr. George Anil Dsilva (DIN: 08089504), aged 52 years, is a qualified Electronics and Communication Engineer from the Institution of Electronics and Telecommunication Engineers. He possesses over 25 years of experience in business development for power system engineering and solutions within the power and industrial sectors. His areas of expertise include technical education, strategic planning, and driving operational efficiency.

Past remuneration: The total remuneration drawn during the financial year 2024–25 amounted to INR 49,05,888.00

Recognition or awards: NA

Job profile and his suitability:

Mr. George Anil Dsilva (DIN: 08089504), aged 52 years, is a qualified Electronics and Communication Engineer from the Institution of Electronics and Telecommunication Engineers. He possesses over 25 years of experience in business development for power system engineering and solutions within the power and industrial sectors. His areas of expertise include technical education, strategic planning, and driving operational efficiency.

Remuneration proposed:

The basic gross salary not exceeding Rs. 64,25,538 (Rupees Sixty-Four Lakhs Twenty-Five Thousand Five Hundred Thirty-Eight only) along with an additional performance-based incentive of up to 55% of the of the fixed remuneration. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. George Anil Dsilva, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. George Anil Dsilva holds directorship of the company and has not holding equity shares of the company. None of the Directors and KMP of the company is related to George Anil Dsilva in any manner.

Other Information:

(1) **Reasons of loss or inadequate profits:** The company has registered decent amount of profits and thus, this clause is not applicable.

(2) **Steps taken or proposed to be taken for improvement:** NA.

(3) **Expected increase in productivity and profits in measurable terms:** Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. August 08, 2025. The Board recommends this Special resolution for the approval of the Shareholders.

13. To change the designation and appoint and approve the terms and conditions of appointment of Mr. Tushar Bhanudas Borole (DIN: 08089502) as whole-time director of the company

Mr. Tushar Bhanudas Borole (DIN: 08089502), aged 49 years, is a qualified Electronics and Communication Engineer from the Institution of Electronics and Telecommunication Engineers. He has over 25 years of experience in business development for power system engineering and solutions in the power and industrial sectors, as well as in the field of technical education.

Mr. Tushar Bhanudas Borole is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Tushar Bhanudas Borole as Whole-time Director, for the approval of the shareholders of the Company by special resolution.

None of the Director or KMP of the company is related with Mr. Tushar Bhanudas Borole in this resolution financially or otherwise.

Nature of duties:

- Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- The Whole-time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

The principal terms and conditions of appointment of Mr. Tushar Bhanudas Borole as Whole-time Director are as follows:

Remuneration:

In accordance with this Special Resolution of shareholder's approval, the Company shall pay Mr. Tushar Bhanudas Borole, Whole-Time Director, a basic gross salary not exceeding Rs. 64,25,538/- (Rupees Sixty-Four Lakhs Twenty-Five Thousand Five Hundred Thirty-Eight only), along with an additional performance-based incentive equivalent to 55% of his basic gross salary. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.

The remuneration referred above in clause (a) is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval.

Provided further that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above in clause (a) exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-time Director;

1. The Whole-time Director is also required to adhere with the Code of Conduct, intellectual property, non competition, no conflict of interest with the Company and maintenance of confidentiality.
2. The Whole-time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this

- provision, his appointment as Whole-time Director shall cease.
3. This appointment may be terminated by thirty days' notice on either side or the Company paying thirty days remuneration in lieu of such notice.
 4. The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice.
- a. If the Whole-time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - b. In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-time Director of any of the stipulations to be executed between the Company and the Whole-time Director; or
 - c. In the event the Board expresses its loss of confidence in the Whole-time Director.
 - d. In the event the Whole-time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
1. Up on the termination by whatever means of the Whole-time Director's employment;
- The Whole-time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associated companies of which the Whole-time Director is at the material time a Director or other officer;
 - The Whole-time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
 - The Whole-time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.
 - The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

A. General Information

1. Nature of Industry:

The company is into the business of global technology solutions industry, catering to key sectors such as aerospace, defense, automotive, telecom, medical, semiconductor, and power distribution. These industries are experiencing rapid transformation, driven by the demand for innovation, efficiency, and enhanced performance.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on 09/05/2000 under the Companies Act, 1956.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance of the Company for F.Y. 2024-25 based on given indicators:

Sr. No.	Particulars	(Rs. in lakhs)
1.	Income for the year	7729.86
2	Profit before Interest, Depreciation and Tax	6050.81
3	Finance Charges	265.25
4	Depreciation	127.49
5	Profit before Taxes	1551.55
6	Provisions for Taxation/ Deferred Tax	399.99
7	Net Profit/(Loss) for the Current Year	1158.56

5. Foreign investments or collaborations, if any: N.A

6. Information about the appointee:

Mr. Tushar Bhanudas Borole (DIN: 08089502), aged 49 years, is a qualified Electronics and Communication Engineer from the Institution of Electronics and Telecommunication Engineers. He has over 25 years of experience in business development for power system engineering and solutions in the power and industrial sectors, as well as in the field of technical education.

Past remuneration: The total remuneration drawn during the financial year 2024–25 amounted to INR 49,55,592.00

Recognition or awards: NA

Job profile and his suitability:

Mr. Tushar Bhanudas Borole (DIN: 08089502), aged 49 years, is a qualified Electronics and Communication Engineer from the Institution of Electronics and Telecommunication Engineers. He has over 25 years of experience in business development for power system engineering and solutions in the power and industrial sectors, as well as in the field of technical education.

Remuneration proposed:

The basic gross salary not exceeding Rs. 64,25,538 (Rupees Sixty-Four Lakhs Twenty-Five Thousand Five Hundred Thirty-Eight only) along with an additional performance-based incentive of up to 55% of the of the fixed remuneration. The Director shall also be entitled to reimbursement of expenses incurred in the course of official duties, as may be approved by the Board of Directors from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Tushar Bhanudas Borole, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Tushar Bhanudas Borole holds directorship of the company and has not holding equity shares of the company. None of the Directors and KMP of the company is related to Tushar Bhanudas Borole in any manner.

Other Information:

Reasons of loss or inadequate profits: The company has registered decent amount of profits and thus, this clause is not applicable.

(2) **Steps taken or proposed to be taken for improvement:** NA.

(3) **Expected increase in productivity and profits in measurable terms:** Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. August 08, 2025. The Board recommends this Special resolution for the approval of the Shareholders.

14. Appointment of Mr. Rohit Sunil Periwal (DIN: 09168445) as non-executive independent director of the company:

The Board of Directors, at its meeting held on August 08, 2025, appointed Mr. Rohit Sunil Periwal (DIN: 09168445), with effect from August 08, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Mr. Rohit Sunil Periwal as an Independent Director will be for a term of 5 (five) consecutive years from August 08, 2025, subject to approval of the members of the Company.

Mr. Rohit Sunil Periwal is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Rohit Sunil Periwal that he meets the criteria of independence under Section 149(6) of the Act and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature Mr. Rohit Sunil Periwal for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Rohit Sunil Periwal fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rohit Sunil Periwal is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Justification for the appointment: Mr. Rohit Sunil Periwal's vast experience of more than 8 years in the areas of Corporate Laws, Finance and Management, and has built up substantial standing and relationship capital in the industry will immensely benefit the Company. In view of the above, appointment of Mr. Rohit Sunil Periwal as an Independent Director is in the interest of the Company.

Details of Mr. Rohit Sunil Periwal pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the table below. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Rohit Sunil Periwal as an Independent Director requires approval of the members of the Company.

Accordingly, approval of the members by way of Special Resolution is sought for appointment of Mr. Rohit Sunil Periwal as an Independent Director of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Rohit Sunil Periwal.

15. To revise the remuneration of Mr. Praveen Kapoor (DIN: 00037328), Managing Director) of the company:

Mr. Praveen Kapoor (DIN: 00037328) was appointed as the Managing Director of the Company for a period of five (5) years commencing from August 28, 2023 to August 27, 2028, as per the approval granted by the shareholders.

In view of Mr. Praveen Kapoor extensive experience of over 26 years in the field of marketing solutions and services in the Electrical and Electronics Engineering sector, and in light of the increased responsibilities entrusted to him in the ongoing expansion and strategic direction of the Company, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the revision in

his remuneration for the remaining tenure of his appointment, i.e., from the Financial Year 2025-26.

The Company shall pay Mr. Praveen Kapoor, Managing Director, a revised basic gross salary not exceeding Rs. 1,11,78,000/- (Rupees One Crore Eleven Lakhs Seventy-Eight Thousand only) per annum, along with an additional performance-based incentive equivalent to 2% of the Annual Turnover of the Company, as may be determined by the Board from time to time. Mr. Kapoor shall also be entitled to reimbursement of expenses incurred during the course of official duties, subject to approval by the Board of Directors from time to time.

The remuneration of the Managing Director referred above is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval. In the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned above exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 15 of this Notice for the approval of the members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company except Mr. Praveen Kapoor and his relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

Registered Office:

1/18-20, 2nd Floor, White House,
Rani Jhansi Road, New Delhi, India,
110055

Date: August 8, 2025

Place: New Delhi

By order of the Board,
For, **Trident Techlabs Limited**

Sd/-

Praveen Kapoor
Managing Director
DIN: 00037328

ANNEXURE TO NOTICE

BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

Particulars	Mr. Sukesh Chandra Naithani
Director Identification Number	00034578
Date of Birth	30/06/1966
Age	56 years
Educational Qualification.	Bachelor's degree in science
Experience (No. of Years)	25 years
Business field in which Experience.	Information Technology and Electronics
Brief Resume	Mr. Sukesh Chandra Naithani brings over 25 years of experience in the Information Technology and Electronics sector. He has been actively involved in the strategic marketing of IT products, electronic systems, and technology-based education services. His efforts have been instrumental in promoting engineering system simulation across various engineering colleges, laboratories, and private industries.
Date of Initial Appointment	09/05/2000
Date of Appointment as Director in the Current Term.	08/08/2025
Terms and conditions of appointment or re- appointment	Liable to Retire by Rotation
Directorship held in any other Company.	Techlabs Semiconductor Private Limited
Member of any Committees of the Directors in the Company.	Member in Stakeholder Relationship Committee
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on August 08, 2025	47,01,018

BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

Particulars	Mr. Sarad Chandra Naithani
Director Identification Number.	02829875
Date of Birth	09/05/1963
Age	62 years
Educational Qualification.	Post Graduate in Economics
Experience (No. of Years)	17 years
Business field in which Experience.	business development, marketing
Brief Resume	Mr. Sarad Chandra Naithani has more than 17 years of experience in overseeing business development, marketing, and managing key account relationships for the Company. His core expertise lies in identifying potential prospects, analyzing their requirements, and leading commercial negotiations effectively.
Date of Initial Appointment	03/10/2008
Date of Appointment as Director in the Current Term.	08/08/2025
Terms and conditions of appointment or re-appointment	Liable to Retire by Rotation
Directorship held in any other Company.	Nil
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on August 08, 2025	1860

BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

Particulars	Mr. George Anil Dsilva
Director Identification Number.	08089504
Date of Birth	28/05/1976
Age	52 years
Educational Qualification.	Qualified Electronics and Communication Engineer
Experience (No. of Years)	25 years
Business field in which Experience.	Business Development for Power System Engineering & solutions
Brief Resume	Mr. George Anil Dsilva has over 25 years of experience in business development for power system engineering and solutions in the power and industrial sectors. He also has expertise in technical education, strategic planning, and enhancing operational efficiency.
Date of Initial Appointment	15/03/2018
Date of Appointment as Director in the Current Term.	08/08/2025
Terms and conditions of appointment or re- appointment	Liable to Retire by Rotation
Directorship held in any other Company.	TECHLABS SEMICONDUCTOR PRIVATE LIMITED
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on August 08, 2025	Nil

BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

Particulars	Mr. Tushar Bhanudas Borole
Director Identification Number.	08089502
Date of Birth	12/03/1976
Age	49 years
Educational Qualification.	Qualified Electronics and Communication Engineer from the Institution of Electronics and Telecommunication Engineers.
Experience (No. of Years)	25 years
Business field in which Experience.	Business Development
Brief Resume	Mr. Tushar Bhanudas Borole has more than 25 years of experience in business development for power system engineering and solutions in the power and industrial sectors, as well as in technical education.
Date of Initial Appointment	19/03/2018
Date of Appointment as Director in the Current Term.	08/08/2025
Terms and conditions of appointment or re-appointment	Liable to Retire by Rotation
Directorship held in any other Company.	Nil
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on August 08, 2025	Nil

BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

Particulars	Mr. Rohit Sunil Periwal
Director Identification Number.	09168445
Date of Birth	24/06/1994
Age.	31 years
Educational Qualification.	Degree in Commerce (B.Com.) and Fellow Member of The Institute of Company Secretaries of India
Experience (No. of Years)	More than 08 years
Business field in which Experience.	Corporate Laws, Finance and Management
Date of Appointment as Director in the Company.	08 th August, 2025
Terms and Conditions of Appointment	Non-Executive Director Independent, not liable to retire by rotation
Directorship held in any other Company.	1. Shree Bhavya Fabrics Limited 2. Mehsana Dairy and Food Products Limited 3. Wise Monkey Advisory Private Limited 4. Voice Forex Private Limited
Member of any Committees of the Directors in the Company.	Member in Audit Committee & Nomination and Remuneration Committee
Member of any committees of the Directors in other Companies with names of the Company.	1. Shree Bhavya Fabrics Limited Chairperson in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee. Mehsana Dairy and Food Products Limited Member in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on August 01, 2025	Nil
Remuneration paid or sought to be paid	The sitting fee is upto Rs. 15,000 per meeting of the Board and shareholders. In addition, the company will reimburse expenses incurred for attending the meetings.
Relationship with other Directors/KMPs	No Relation with other Directors/KMPs.
No. of meetings attended during the year	N.A.