

ADDENDUM TO THE NOTICE OF 25TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice dated 08th August, 2025 convening the 25th Annual General Meeting ("AGM") of the Members of Trident Techlabs Limited, scheduled to be held on Monday, 08th September, 2025 at 03:00 P.M. (IST) through Video Conference (VC)/Other Audio-Visual Means (OAVM).

Notice is hereby given, pursuant to the provisions of Section 14, Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, of the intention to transact additional items of Special Business at the said AGM. Accordingly, the following businesses are added as Item Nos. 16 and 17 to the Notice dated 08th August, 2025. This Addendum shall be deemed to form an integral part of the original Notice, and the Notice shall always be read in conjunction with this Addendum. **The attention of the Members is specifically drawn to the Explanatory Statement annexed hereto, setting out all material facts concerning the additional items of business, together with the recommendations of the Nomination and Remuneration Committee and the Board of Directors.**

Special Business:

16.) TO APPROVE ALTERATION OF THE ARTICLES OF ASSOCIATION 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 section 14 and other applicable provisions, if any, of Companies Act, 2013 read with the relevant rules framed thereunder, if applicable (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies) to the extent necessary, consent of the members be and is hereby accorded to alter the Articles of Association of the Company in the manner set out herein below;

The existing Article No. 7 is replaced with the new Articles of Association of the Company as under;

Existing Article No. 7	New Article No. 7
The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.	<p>7a. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.</p> <p>7b. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to:</p> <ol style="list-style-type: none">persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or

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| | <ul style="list-style-type: none"> ii. employees under any scheme of employees' stock option; or iii. any persons, whether or not those persons include the persons referred to in clause (i) or clause (ii) above. |
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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."

17) TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER "TRIDENT TECHLABS LIMITED - TRIDENT TECHLABS EMPLOYEES STOCK OPTION 2025" ("ESOP 2025"/ "SCHEME"):

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the provisions of relevant regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment(s) thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities including that of the Stock Exchanges and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any of its committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, issue, offer, grant and allot from time to time, in one or more tranches, such number of employee stock options ("Options") under the **"TRIDENT TECHLABS EMPLOYEES STOCK OPTION 2025 ("ESOP TRIDENT TECHLABS 2025"/ "Scheme")** within the limit prescribed therein to or for the benefit of such person(s) who are exclusively working with holding company or any subsidiary company(ies) of the Company, in India or outside India, including any director thereof, whether whole time or not (excluding the employees/ directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (Ten percent) of the outstanding equity shares of the Company), exercisable into corresponding number of equity shares of face value of Rs. 10/- (Rupee Ten only) each fully paid-up upon exercise and be transferred to the Option granted by the Company, on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of Scheme."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinabove shall rank pari-passu with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SBEB & SE Regulations and to do

all such acts, deeds, matters and things as it may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.”

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: September 02, 2025

Place: New Delhi

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item: 16: To Approve Alteration of The Articles of Association of The Company:

To consider and, if deemed fit, to pass the following resolution as a **Special Resolution:**

The Company issued a Notice dated 08th August, 2025 convening the 25th Annual General Meeting (“AGM”) scheduled to be held on Monday, 08th September, 2025 at 03:00 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), which has already been circulated to the Members in compliance with the provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder.

Pursuant to Agenda Item No. 9 of the Notice dated 08th August, 2025 and Agenda Item No. 17 of this Addendum Notice, the Board of Directors has approved the “TRIDENT TECHLABS Employees Stock Option Scheme 2025.” In line with applicable legal requirements, it is necessary to amend the Articles of Association of the Company to incorporate the relevant enabling provisions. Accordingly, the Board, at its meeting held on 02nd September, 2025, approved the alteration of the Articles by substituting the existing Article No. 7 with the revised Article as detailed in Resolution No. 16 of this Notice and Resolution No. 17 of this Notice, to ensure compliance with the regulations governing share capital and variation of rights.

The Board of Directors of the Company believe that the proposed alteration is in the best interest of the Company and therefore recommends the Special Resolution as set out Item No. 16 in the accompanying notice for your approval.

None of the Promoter and Promoter Group, Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution.

Item: 17: TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER “TRIDENT TECHLABS LIMITED - TRIDENT TECHLABS EMPLOYEES STOCK OPTION 2025” (“ESOP 2025”/ “SCHEME”):

To consider and, if deemed fit, to pass the following resolution as a **Special Resolution:**

Your Company believes that equity-based compensation plans are effective tools to attract, retain, motivate, and reward talents working exclusively with the Company, its subsidiaries, holding companies,



and group companies including associate companies. With the objective of motivating key employees for their contribution to the Company's sustained growth, creating an employee ownership culture, retaining the best talent in a competitive environment, and aligning individual goals with the overall objectives of the Company, it is proposed to implement an employee stock option scheme namely **Trident Techlabs Employee Stock Option Scheme 2025 ("ESOS 2025" or "Scheme")** to cover employees of subsidiary(ies) companies of Trident Techlabs Limited.

At this juncture, the Company has entered the next phase of leveraging market opportunities and business growth, including addressing business competition which has resulted in consistent demand for talent in critical roles. Further, the emergence of new skillsets relevant to the Company's business, coupled with evolving industry practices around equity compensation, has led to dynamic changes in the talent market. This has necessitated the introduction of a meaningful reward strategy focused on attracting, retaining, motivating, and incentivising both existing and future critical resources in leadership positions or other key roles essential to the business.

Accordingly, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company, at their respective meetings held on 08th August, 2025, approved the introduction of the Scheme, subject to the approval of shareholders.

In terms of Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEES Regulations"), the Company seeks shareholder approval by way of special resolutions for the following:

1. Approval of the Scheme seeking to cover eligible employees of the Company.
2. Grant of options to the eligible employees of the holding company and employees of subsidiary(ies) companies of Trident Techlabs Limited.
3. Grant of options to the eligible employees of the group companies, including associate companies.

In terms of Section 62(1)(b) of the Companies Act, 2013 and the Rules made thereunder, read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEES & SE Regulations"), the details of the Scheme 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. Maximum quantum of benefits to be provided per employee

There is no contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to ceiling specified in point hereinabove.

d. Identification of classes of Employees entitled to participate in the Scheme:

As decided by the management Including Employees of Subsidiary Company 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.

e. 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.

f. whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

The Scheme contemplates issue of fresh/ primary equity shares by the Company.

g. the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;

This is currently not contemplated under the Scheme.

h. maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

This is currently not contemplated under the Scheme.

i. 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.

j. The exercise price or the formula for arriving at the same:

The exercise price of options will be not less than the face value of the equity shares. The exercise price will be the fair market value (i.e. the value of an equity share of the Company as may be determined 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.

k. 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.

1. 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.

m. 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.

n. Maximum number of options to be issued per Employee and in aggregate under the scheme(s):
not more than 1,80,000 (One Lakh Eighty Thousand) options.

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

p. 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 Companies Act, 2013.

q. 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.

r. 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.

- s. 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.
- t. Terms & conditions for buyback, if any, of specified securities covered under these regulations.**
-This is currently not contemplated under the Scheme
- u. maximum quantum of benefits to be provided per employee under a scheme(s);**
- The Maximum Quantum of Benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the shares on the exercise date.

The Board recommends the above resolution as given in Item no. 17 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

Registered Office:

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

Date: September 02, 2025

Place: New Delhi

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

Sd/-
Praveen Kapoor
Managing Director
DIN: 00037328