

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF TRIGYN TECHNOLOGIES LIMITED HELD ON FRIDAY, SEPTEMBER 26, 2014 AT 3.30 P.M. AT HOTEL SUNCITY RESIDENCY 16TH ROAD, MIDC, MAROL ANDHERI (EAST), MUMBAI - 400 093.

The following Directors were present:

- Mr. R. Ganapathi - Chairman and Executive Director
Mr. Vivek Khare - Chairman of the Audit Committee
(Independent Director)
Dr. B. R. Patil - Independent Director
Mr. Mohan Narayanan - Independent Director

The following were present from the management:

- Mr. Amin Bhojani - Chief Financial Officer
Mr. Parthasarathy Iyengar - Company Secretary

The auditors, Ford, Rhodes, Park & Co., Chartered Accountants were represented by CA Shashikant Joshi duly authorized by CA B. S. S. Shetty.

Total Number of Shareholders as on Record Date was 11,694.

40 Members were present in person out of which 1 member i.e. United Telecoms Limited (Promoter of the Company) was represented by its Authorized Representative Mr. Rohit Koli under Section 113 of the Companies Act 2013 and no proxies were received by the Company.

1. Mr. R. Ganapathi, Chairman of the Board of Directors, occupied the Chair and presided over the Meeting.
2. As the required quorum was present, the Chairman called the Meeting to order.

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For Trigyn Technologies Limited

Parthasarathy Iyengar
Company Secretary



3. The Chairman welcomed the members to the Meeting. The Chairman informed the Members that the Register of Directors' Shareholdings maintained under Section 170 & Section 171 of the Companies Act, 2013 was available for inspection to them.
4. The Chairman called upon the Company Secretary to read the Notice of this Annual General Meeting and at the request of the members present at the AGM it was considered as read.
5. The Chairman then called upon the Company Secretary, to read the Auditors' Report and at the request of the members present at the AGM it was considered as read.
6. The Chairman declared that the voting through e-voting opened on September 19, 2014 9:00 a.m. and concluded on September 22, 2014 at 5:00 p.m.
7. The Chairman declared the results of e-voting and in order to allow members attending the meeting and those who could not exercise their votes through e-voting, to exercise their votes, ordered a poll to be conducted for all the resolutions.
8. The Chairman informed the members that the results of e-voting and the poll and votes, if any received through pose will be clubbed together and the results of the e-voting shall be available within 2 days on the website of the Company as well as the Stock Exchanges i.e. BSE & NSE.
9. The Chairman appointed Mr. Anmol Jha, Practicing Company Secretary to act as a scrutinizer for the poll.
10. The Scrutinizers and Sharepro Services (India) Private Limited ("Sharepro"), Registrar and Share Transfer Agents of the Company conducted the Poll.

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For Trigyn Technologies Limited

PM
Parthasarathy Iyengar
Company Secretary

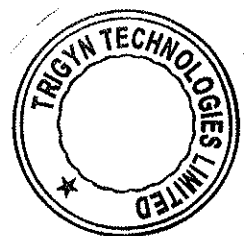


11. The volunteers of the Company circulated the Ballot Papers to the Members/ Authorised Representative (collectively referred as "Members") present at the Meeting. The Members were requested to read the instructions mentioned on the Ballot Paper before casting votes. The Ballot Box to be used for the Poll was a rectangular box enclosed on all sides with a small slit on the top for casting of votes was checked by the Scrutinizers and was placed on the dais before the Directors.
12. The Chairman, after ascertaining that all the Members present at the Meeting, had casted their votes, requested the Scrutinizers to seal the Ballot Box and sign the same for the purpose of identification. The sealed Ballot Box was handed over to the Scrutinizers for the purpose of verification of the Ballot Papers.
13. The Scrutinizers along with the officials of Sharepro verified the Ballot Papers for the following:
 - a) Whether the Ballot Paper has been cast by a registered Member of the Company.
 - b) Whether the signature and details of the Members on the Ballot Paper tallies with the specimen signature and details available with the Company.
 - c) Number of votes the Member is entitled to cast and the votes cast.
 - d) Whether any Member in respect of the same folio has polled in more than one Ballot Paper and submitted their report to the Chairman.

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For Trigyn Technologies Limited

Parthasarathy Iyengar
Company Secretary



14. Resolution No.1 – Ordinary Resolution:

Mr. Rohinton Framroze Batiwala proposed the following Ordinary Resolution:

"RESOLVED THAT the financial statement of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon submitted to this Meeting be and are hereby approved and adopted".

Mr. Tushar D. Sodha seconded the above resolution.

The resolution was out to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	35	14191527	99.9996%
2	Votes "Against"	2	55	0.0004%
3	Invalid Votes	3	114	0
	Total No. of votes	40	14191582	100%

Based on the above, the Resolution No. 1 of the Notice was passed with overwhelming majority.

15. Resolution No.2 – Ordinary Resolution:

Mr. Jehangir Batiwala a proposed the following Ordinary Resolution:

"RESOLVED THAT a final dividend for the financial year ended March 31, 2014 of paise 50 per equity share on paid up equity share capital of the Company as recommended by Board be and is hereby declared."

Mr. Aspi Bamanshaw Bhesania seconded the above resolution.

For Trigyn Technologies Limited

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Parthasarathy Iyengar
Company Secretary



The resolution was put to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	34	14191427	99.9989%
2	Votes "Against"	3	155	0.0011%
3	Invalid Votes	3	114	0
	Total No. of votes	40	14191582	100%

Based on the above, the Resolution No. 2 of the Notice was passed with overwhelming majority.

16. Resolution No.3 – Ordinary Resolution

Mr. Naresh Ratilal Kacharia proposed the following Ordinary Resolution:

"RESOLVED THAT Dr. P. Raja Mohan Rao, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company liable to retire by rotation."

Mr. Anil S Gabria seconded the above resolution.

The resolution was out to vote by Poll. The result of the Poll was as follows:

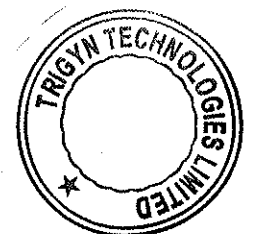
Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	34	14190527	99.9925%
2	Votes "Against"	3	1055	0.0075%
3	Invalid Votes	3	114	0
	Total No. of votes	40	14191582	100%

Based on the above, the Resolution No. 3 of the Notice was passed with overwhelming majority.

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For Trigyn Technologies Limited

Parthasarathy Iyengar
Company Secretary



17. Resolution No.4 – Ordinary Resolution

Mr. Ramesh Chhugomal Punjabi proposed the following Ordinary Resolution:

"RESOLVED THAT "RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder, and as amended from time to time and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Ford, Rhodes, Parks & Co., Chartered Accountants be and are hereby re-appointed as the auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Thirty First AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM held after this AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

Ms. Shakuntladevi K. Mahajan seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	35	14191527	99.9996%
2	Votes "Against"	2	55	0.0004%
3	Invalid Votes	3	114	0.00
	Total No. of votes	40	14191582	100%

Based on the above, the Resolution No. 4 of the Notice was passed with overwhelming majority.

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For Trigyn Technologies Limited

Parthasarathy Iyengar
Company Secretary



18. Resolution No.5 – Special Business – Ordinary Resolution

Mr. Tushar D. Sodha proposed the following Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. B. R. Patil, a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 26, 2014 upto September 25, 2019.”

Mr. Anil Gabria seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

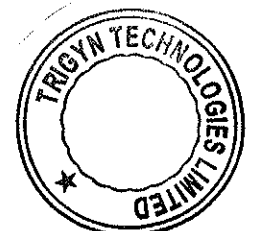
Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes “FOR”	34	14190527	99.9925%
2	Votes “Against”	3	1055	0.0075%
3	Invalid Votes	3	114	0
	Total No. of votes	40	14191582	100%

Based on the above, the Resolution No. 5 of the Notice was passed with overwhelming majority.

19. Resolution No. 6 – Special Business – Ordinary Resolution

Mr. Ramesh Chhugomal Punjabi proposed the following Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Vivek Khare, a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as



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Company Secretary

provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 26, 2014 upto September 25, 2019.”

Mr. Naresh Ratilal Kachalia seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes “FOR”	33	14190517	99.9925%
2	Votes “Against”	3	1055	0.0075%
3	Invalid Votes	3	114	0
4	Abstain	1	10	0
	Total No. of votes	40	14191572	100%

Based on the above, the Resolution No. 6 of the Notice was passed with overwhelming majority.

20. Resolution No. 7 – Special Business – Ordinary Resolution

Mr. Aspi B. Bhesania proposed the following Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. A. R. Ansari, a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 26, 2014 upto September 25, 2019.”

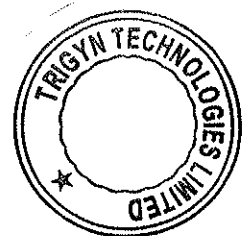
Mr. Jehangir Batiwala seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

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Company Secretary



Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	33	14190427	99.9919%
2	Votes "Against"	4	1155	0.0081%
3	Invalid Votes	3	114	0
	Total No. of votes	40	14191582	100%

Based on the above, the Resolution No. 7 of the Notice was passed with overwhelming majority.

21. Resolution No. 8 – Special Business – Ordinary Resolution:

Mr. Mukesh Dhirajlal Mehta proposed the following Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Mohan Narayanan, a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 26, 2014 upto September 25, 2019."

Mr. Tushar D. Sodha seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

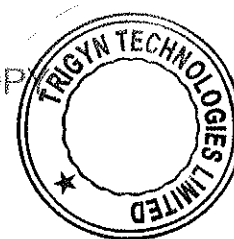
Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	34	14190527	99.9925%
2	Votes "Against"	3	1055	0.0075%
3	Invalid Votes	3	114	0
	Total No. of votes	40	14191582	100%

Based on the above, the Resolution No. 8 of the Notice was passed with overwhelming majority.

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Company Secretary



Mr. Vivek Khare requested Mr. R. Ganapathi to resume the Chair.

Thereafter, Mr. R. Ganapathi took the Chair.

22. Resolution No. 9 – Special Business – Ordinary Resolution:

Ms. Shakuntladevi K. Mahajan proposed the following Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Chi. V. V. Prasad, a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 26, 2014 upto September 25, 2019.”

Mr. Naresh Ratilal Kacharia seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:


Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes “FOR”	34	14190527	99.9925%
2	Votes “Against”	3	1055	0.0075%
3	Invalid Votes	3	114	0
	Total No. of votes	40	14191582	100%

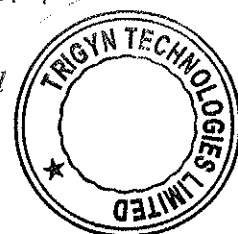
Based on the above, the Resolution No. 9 of the Notice was passed with overwhelming majority.

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The meeting was concluded with a vote of thanks to the Chair.

For Trigyn Technologies Limited


Parthasarathy Iyengar
Company Secretary



23. Resolution No. 10 – Special Business – Special Resolution:

The Chairman stated that since he is interested in next Item on Agenda, he requested Mr. Vivek Khare to take the Chair.

Thereafter, Mr. Vivek Khare occupied the Chair.

Mr. Aspi B. Bhesania proposed the following Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 196, 197, Schedule V and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”)and subject to the provisions of the Articles of Association of the Company approval of the members of the Company is hereby accorded for appointment of Mr. R. Ganapathi as Chairman and Executive Director of the Company for a period of three years from April 1, 2015 to March 31, 2018, upon the principal terms and conditions set out in the explanatory statement attached hereto and the Agreement submitted to this meeting and initialed by the Chairman of the meeting for identification at following remuneration:

Salary –Rs. 50,00,000/- per annum (Rupees Fifty Lakhs Only per annum).

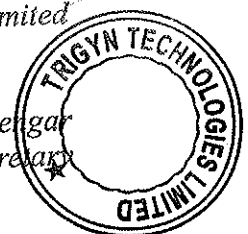
Perquisites: 1) Gratuity and Provident Fund as may be applicable, 2) Leave and encashment of unavailed leave as per the rules of the Company.

Minimum Remuneration: Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of the tenure of Mr. R. Ganapathi, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites as permitted under Schedule V of the Companies Act, 1956 above as minimum remuneration.

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For Trigyn Technologies Limited

Parthasarathy Iyengar
Company Secretary



RESOLVED FURTHER THAT Mr. R. Ganapathi shall be not be subject to retirement by rotation under Section 152 of the Companies Act, 2013 read with Article 124 of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Mr. Naresh Ratilal Kacharia seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	33	14190526	99.9925%
2	Votes "Against"	3	1055	0.0075%
3	Invalid Votes	3	114	0
4	Abstain	1	1	0
	Total No. of votes	40	14191581	100%

Based on the above, the Resolution No. 10 of the Notice was passed with overwhelming majority.

Mr. Vivek Khare requested Mr. R. Ganapathi to resume the Chair.

Thereafter, Mr. R. Ganapathi took the Chair

24. Resolution No. 11 – Special Business – Special Resolution:

Mr. Anil S Gabria proposed the following Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 196, 197, Schedule V and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and subject to the provisions of the Articles of Association of the Company

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For Trigyn Technologies Limited
Parthasarathy Iyengar
Company Secretary



approval of the members of the Company is hereby accorded for appointment of Ms. Bhavana Rao as Executive Director of the Company for a period of three years from April 1, 2015 to March 31, 2018, upon the principal terms and conditions set out in the explanatory statement attached hereto and the Agreement submitted to this meeting and initialed by the Chairman of the meeting for identification at following remuneration:

Salary -Rs. 30,00,000/- per annum (Rupees Thirty Lakhs Only per annum).

Perquisites: 1. Gratuity and Provident Fund as may be applicable, 2) Leave and encashment of unavailed leave as per the rules of the Company.

Minimum Remuneration: Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of the tenure of Ms. Bhavana Rao, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites as permitted under Schedule V of the Companies Act, 2013 as minimum remuneration.


RESOLVED FURTHER THAT Ms. Bhavana Rao shall be not be subject to retirement by rotation under Sec 152 of the Companies Act, 1956 read with Article 124 of the Articles of Association of the Company.

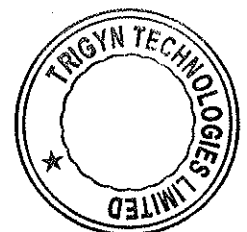
RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Mr. Tushar D. Sodha seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

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For Trigyn Technologies Limited


Parthasarathy Iyengar
Company Secretary



Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	34	14190527	99.9925%
2	Votes "Against"	3	1055	0.0075%
3	Invalid Votes	3	114	0
	Total No. of votes	40	14191582	100%

Based on the above, the Resolution No. 11 of the Notice was passed with overwhelming majority.

25. Resolution No. 12 – Special Business – Special Resolution:

Mr. Ramesh Chhugomal Punjabi proposed the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time and such other acts, rules and regulations as may be applicable, the consent of the members of the Company be and is hereby given for replacement of Clause 5 of The Trigyn Technologies Limited Employee Stock Option Plan – 2000 as under:

"The exercise price for each Option shall be the closing price quoted on the stock exchange with the highest turnover of the Company's Shares in value on the grant date. In case no trading has taken place on the grant date, the exercise price shall be the average of the closing price quoted in the last seven days prior to the grant date at the stock exchange which has highest turnover of the Company's Shares in value. If no trades have taken place in the seven days prior to the grant date then the exercise price shall be the last quoted price. In no event the exercise price shall be below the face value of the shares of the Company. In the event where the closing price / average closing price / last quoted price as above is below the face value, the face value shall be the exercise price. This amendment shall be applicable with retrospective effect."

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Mr. Naresh Ratilal Kacharia seconded the above resolution.
For Trigyn Technologies Limited

Parthasarathy Iyengar
Company Secretary

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The resolution was put to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	34	14190527	99.9925%
2	Votes "Against"	3	1055	0.0075%
3	Invalid Votes	3	114	0
	Total No. of votes	40	14191582	100%


Based on the above, the Resolution No. 12 of the Notice was passed with overwhelming majority.

The meeting was concluded with a vote of thanks to the Chair.

CHAIRMAN

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For Trigyn Technologies Limited


Parthasarathy Iyengar
Company Secretary

