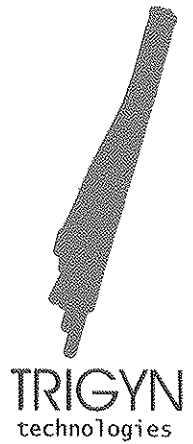


November 20, 2014

National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra – Kurla Complex
Bandra (E)
Mumbai - 400 051

Symbol: TRIGYN
Dear Sirs,



**Sub: Notice alongwith Explanatory Statement for obtaining
shareholders' consent by Postal Ballot**

As required under clause 31 of the Listing Agreement, please find 3 copies of notice dated November 7, 2014 alongwith Explanatory Statement seeking the consent of the Members by a Postal Ballot for the following Item:

1. For adoption of new Articles of Association of the company to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and
2. For the amendment of certain clauses of the Trigyn Technologies Limited Employee Stock Option Plan 2000 (ESOP 2000).

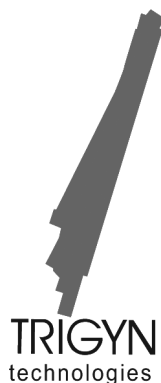
A Specimen copy of the Postal Ballot Form in respect of the said Ballot is also enclosed for the information of the Members.

Kindly take the same on record.

Thanking you.

Yours faithfully,
For Trigyn Technologies Limited

Parthasarathy Iyengar
Company Secretary & Compliance Officer
Encl: as above



TRIGYN TECHNOLOGIES LIMITED

Registered Office: 27, SDF-1, SEEPZ - SEZ, Andheri (East), Mumbai - 400 096 India.

Tel.: 91 22 6140 0909; Fax: 91 22 2829 1418

CIN: L72200MH1986PLC039341

NOTICE

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot / e-Voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto alongwith a Postal Ballot form (the "Form") for your consideration. The Board of Directors has appointed Mr. Anmol Jha, Practicing Company Secretary, Mumbai as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Wednesday, December 24, 2014.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman / Company Secretary. The result of the Postal Ballot would be announced by the Chairman or the Company Secretary of the Company on Wednesday, December 31, 2014 at 5.00 p.m. at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, published in the newspapers and displayed alongwith the Scrutinizer's report on the Company's website viz. www.trigyn.com.

ITEM NO. 1

TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association which is available for public inspection at the Registered Office of the Company and on the Company's Website (www.trigyn.com) be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

ITEM NO. 2

TO AMEND THE TRIGYN TECHNOLOGIES LIMITED EMPLOYEE STOCK OPTION PLAN 2000 (ESOP 2000) AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Clause 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI ESOP Regulations), the applicable provisions of the Companies Act, 2013 read with rules thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby granted to amendments, as mentioned in the Explanatory Statement herein below, in TRIGYN TECHNOLOGIES LIMITED EMPLOYEE STOCK OPTION PLAN 2000.

RESOLVED FURTHER THAT the Board of Directors and / or The Nomination / Remuneration / Compensation Committee be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said Scheme, settle all questions, queries, difficulties or doubts that may arise in relation to the implementation of the Scheme and incur expenses in relation thereto, as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.”

By Order of the Board of Directors

Parthasarathy Iyengar
Company Secretary

Mumbai: November 7, 2014

Registered Office:

27, SDF – I, SEEPZ – SEZ, Andheri (East), Mumbai – 400 096

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on November 7, 2014.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital of the Company as on November 7, 2014.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
5. The Board of Directors of the Company has appointed Mr. Anmol Jha, Practicing Company Secretary, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to the Company Secretary of the Company.
6. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by scrutinizer i.e. Wednesday, December 24, 2014.
7. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
8. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith Postal Ballot Form through post / courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.trigyn.com

E-VOTING INSTRUCTIONS

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the link <https://www.evoting.nsdl.com> or <http://www.trigyn.com>

The process and manner in which e-Voting is to be carried out is given below :

- 1) Launch internet browser by typing the URL : <https://www.evoting.nsdl.com>
- 2) Click on "Shareholder-Login".

- 3) Put your existing User ID and password.
- 4) Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
- 5) Select “EVEN” of Trigyn Technologies Limited for casting your vote in favour of or against the Resolution(s). **The e-Voting will commence on 25th November, 2014 (9:00 a.m).** For an EVEN, you can login any number of times on e-Voting platform of NSDL till you have voted on the Resolution(s) or till the end of voting period i.e. **upto close of office hours on 24th December, 2014 (5:00 pm).**
- 6) Now you are ready for “e-Voting” as “Cast Vote” page opens.
- 7) Cast your vote by selecting appropriate option and click on “**Submit**” and also “**Confirm**” when prompted. Kindly note that vote once cast cannot be modified.
- 8) Institutional shareholders (i.e., other than Individuals, HUF, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at : sharepro@shareproservices.com with a copy marked to evoting@nsdl.co.in. Please note that Proxies are not allowed to cast their vote through Postal Ballot.

It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Please note that **login to 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 ‘Forgot Password’ option available on the site to re-set the same.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement relating to the accompanying Notice set out all material facts:

ITEM No. 1:

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (“the Act”).

The Act is now largely in force with Rules thereon. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares. The Members attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Existing definitions have been aligned with the Act;
- (b) new provisions relating to appointment of chief executive officer and chief Financial officer, in addition to manager and company secretary;
- (c) new provisions relating to appointment of a person as Chairperson and Managing Director or Chief Executive Officer;
- (d) existing articles have been streamlined and aligned with the Act;
- (e) the statutory provisions of the Act which permit a company to do some acts “if so authorized by its articles” or provisions which require a company to do acts in a prescribed manner “unless the articles otherwise provide” have been specifically included.

The proposed new draft AoA is being uploaded on the Company’s website for perusal by the shareholders. The proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 10.00 a.m. and 12.00 noon up to the date of declaration of the result of Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 1 of the accompanying Notice for approval of the members through Postal Ballot.

ITEM No. 2:

With the objective of adopting effective measures to attract and retain talent and remain competitive in the challenging global market, to encourage and reward the performance of its Key Employees, the members of the Company passed a Special Resolution in the 21st Annual General Meeting of the Company to reward key employees including Directors in Whole Time employment of the Company and its subsidiaries (the “Eligible Employees”) by offering them Employee Stock Options (“ESOPs”) under the Trigyn Technologies Limited Employee Stock Option Plan 2000 (Trigyn ESOP 2000).

The Terms Exercise Price, Vesting Period and Maximum number of options that can be issued to employee needs to be amended to make the Trigyn ESOP 2000 attractive.

A. EXERCISE PRICE:

The Exercise Price clause of Trigyn ESOP 2000 states as follows:

“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.”

The present definition of the Exercise Price makes the ESOPs unattractive as there is no discount offered to employees over the market price. In view of the same it is recommended to amend the Exercise price to be the face value of the shares of the company.

The Members are requested to consider the following revised definition of the term Exercise Price:

“The exercise price for each Option shall be the face value of the shares of the Company”

B. VESTING PERIOD:

The Vesting Period clause of Trigyn ESOP 2000 states as follows:

“The vesting period shall be minimum one year from the date of grant which shall be vested upto 25% of the total options granted over a four years. The options granted shall be vested upto expiry of the plan.”

The present definition of the vesting period doesn’t allow flexibility to the Compensation Committee to decide the period of vesting. In order to retain talent it is advisable that the scheme allow flexibility to the Compensation Committee to decide the vesting period so far as it meets the requirements of SEBI Guidelines.

The Members are requested to consider the following revised definition of the term Vesting Period:

“The vesting period shall be minimum one year from the date of grant, after one year of grant the options shall vest as may be decided by the Compensation Committee of the Company in case of each grant. The options granted shall be vested upto expiry of the plan.”

C. Maximum number of Options that can be issued to an employee

The 21st AGM of the Company had approved 300,000 options as the maximum number of options that can be issued per employee. The same needs to be increased considering the change in times and the members are requested to approve the following:

“Maximum number of options that can be issued per employee – 10,00,000/- options. Individual numbers to be decided by the Compensation Committee.”

None of the Directors or their relatives except Mr. R. Ganapathi, Chairman and Executive Director of the Company (to the extent of the options granted to him), and none of the Key Managerial Personnel or their relatives except Mr. Amin Bhojani, CFO of the Company and Mr. Parthasarathy Iyengar, Company Secretary of the Company (to the extent of the options granted to them), are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 2 of the accompanying Notice for approval of the members through Postal Ballot.

By Order of the Board of Directors

Parthasarathy Iyengar
Company Secretary

Mumbai: November 7, 2014

Registered Office:

27, SDF – I, SEEPZ – SEZ, Andheri (East), Mumbai – 400 096



TRIGYN TECHNOLOGIES LIMITED

Registered Office: 27, SDF-1, SEEPZ - SEZ, Andheri (East), Mumbai - 400 096 India.
Tel.: 91 22 6140 0909; Fax: 91 22 2829 1418
CIN: L72200MH1986PLC039341

POSTAL BALLOT FORM

- Name & Registered Address :
of the sole / first named Member
- Name(s) of the Joint-Holder(s), :
(if any)
- Registered Folio Number / :
DP ID No. / Client ID No. *
*(Applicable to investors holding
Shares in dematerialized form)
- Number of Ordinary Share(s) held :
- e-Voting Event Number :
- User ID :
- Password :
- I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Description of Resolution	No. of Equity Shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Adoption of New Articles of Association of the Company: Resolution pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the companies Act, 2013, the consent of the Members is sought for adoption of new Articles of Association of the Company containing regulations in conformity with the Companies act, 2013 ,in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.			
2.	Amendment of Certain Clauses of The Trigyn Technologies Limited Employee Stock Option Plan 2000 (Esop 2000). Resolution pursuant to the provisions of Clause 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI ESOP Regulations), the applicable provisions of the Companies Act, 2013 read with rules thereof, the consent of the Members is sought for Amendment of certain clauses of the Trigyn Technologies Limited Employee Stock Option Plan 2000 (Esop 2000) as under: Exercise Price – “The exercise price for each Option shall be the face value of the shares of the Company.” Vesting Period – “The vesting period shall be minimum one year from the date of grant, after one year of grant the options shall vest as may be decided by the Compensation Committee of the Company in case of each grant. The options granted shall be vested upto expiry of the plan.” Maximum Number of Options - “Maximum number of options that can be issued per employee – 10,00,000/- options. Individual numbers to be decided by the Compensation Committee.”			

Place :

Date :

(Signature to Member)

Note: Please read the instructions printed overleaf carefully before exercising your vote.



TRIGYN TECHNOLOGIES LIMITED

Registered Office: 27, SDF-1, SEEPZ - SEZ, Andheri (East), Mumbai - 400 096 India.
Tel.: 91 22 6140 0909; Fax: 91 22 2829 1418
CIN: L72200MH1986PLC039341

POSTAL BALLOT FORM

- Name & Registered Address :
of the sole / first named Member
- Name(s) of the Joint-Holder(s), :
(if any)
- Registered Folio Number / :
DP ID No. / Client ID No. *
*(Applicable to investors holding
Shares in dematerialized form)
- Number of Ordinary Share(s) held :
- e-Voting Event Number :
- User ID :
- Password :
- I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Description of Resolution	No. of Equity Shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Adoption of New Articles of Association of the Company: Resolution pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the companies Act, 2013, the consent of the Members is sought for adoption of new Articles of Association of the Company containing regulations in conformity with the Companies act, 2013 ,in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.			
2.	Amendment of Certain Clauses of The Trigyn Technologies Limited Employee Stock Option Plan 2000 (Esop 2000). Resolution pursuant to the provisions of Clause 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI ESOP Regulations), the applicable provisions of the Companies Act, 2013 read with rules thereof, the consent of the Members is sought for Amendment of certain clauses of the Trigyn Technologies Limited Employee Stock Option Plan 2000 (Esop 2000) as under: Exercise Price – “The exercise price for each Option shall be the face value of the shares of the Company.” Vesting Period – “The vesting period shall be minimum one year from the date of grant, after one year of grant the options shall vest as may be decided by the Compensation Committee of the Company in case of each grant. The options granted shall be vested upto expiry of the plan.” Maximum Number of Options - “Maximum number of options that can be issued per employee – 10,00,000/- options. Individual numbers to be decided by the Compensation Committee.”			

Place :

Date :

(Signature to Member)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. GENERAL INFORMATION

- There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Anmol Jha, Practicing Company Secretary, at Trigyn Technologies Limited, 27, SDF-1, SEEPZ - SEZ, Andheri (East), Mumbai - 400 096, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 5.00 p.m. on Wednesday, 24th December, 2014. Postal Ballot Forms received after this date will be considered invalid.
- Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars- Sharepro Services (India) Pvt. Ltd., 13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072 or to the e-mail ID sharepro@shareproservices.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on Wednesday, 24th December, 2014.
- Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as such all envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (A) In case of Members receiving the Postal Ballot Form by E-mail:
- Open e-mail and open PDF file viz; "Trigyn e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on "Shareholder – Login".
 - Insert user ID and password as initial password noted in step 3 (A) (i) above. Click "Login"
 - "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - Select "EVEN" (Electronic Voting Event Number) of Trigyn Technologies Limited.
 - Now you are ready for e-Voting as "Cast Vote" page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at sharepro@shareproservices.com with a copy marked to evoting@nsdl.co.in.
- (B) In case of Members receiving Postal Ballot Form by Post:
- User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - Please follow all steps from Sr. No. 3A (ii) to (xii) above, to cast your vote.
- (C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- (D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com. You can also send your queries/ grievances relating to e-voting to the e-mail ID :- sharepro@shareproservices.com
- (E) The period for e-voting starts on Tuesday, 25th November, 2014 and ends on Wednesday, 24th December, 2014.
E-voting shall be disabled by NSDL at 5:00 p.m. on Wednesday, 24th December, 2014.

INSTRUCTIONS

1. GENERAL INFORMATION

- There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Anmol Jha, Practicing Company Secretary, at Trigyn Technologies Limited, 27, SDF-1, SEEPZ - SEZ, Andheri (East), Mumbai - 400 096, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 5.00 p.m. on Wednesday, 24th December, 2014. Postal Ballot Forms received after this date will be considered invalid.
- Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars- Sharepro Services (India) Pvt. Ltd., 13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072 or to the e-mail ID sharepro@shareproservices.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on Wednesday, 24th December, 2014.
- Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as such all envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (A) In case of Members receiving the Postal Ballot Form by E-mail:
- Open e-mail and open PDF file viz; "Trigyn e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on "Shareholder – Login".
 - Insert user ID and password as initial password noted in step 3 (A) (i) above. Click "Login"
 - "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - Select "EVEN" (Electronic Voting Event Number) of Trigyn Technologies Limited.
 - Now you are ready for e-Voting as "Cast Vote" page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at sharepro@shareproservices.com with a copy marked to evoting@nsdl.co.in.
- (B) In case of Members receiving Postal Ballot Form by Post:
- User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - Please follow all steps from Sr. No. 3A (ii) to (xii) above, to cast your vote.
- (C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- (D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com. You can also send your queries/ grievances relating to e-voting to the e-mail ID :- sharepro@shareproservices.com
- (E) The period for e-voting starts on Tuesday, 25th November, 2014 and ends on Wednesday, 24th December, 2014.
E-voting shall be disabled by NSDL at 5:00 p.m. on Wednesday, 24th December, 2014.