

June 28, 2024

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001  <b>Scrip Code: 517562</b> <b>Scrip ID: TRIGYN</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza Plot no. C/1, G Block Bandra Kurla Complex Bandra (East) Mumbai - 400 051  <b>Company Code: TRIGYN</b>
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**Subject: Result of Postal Ballot AND Scrutinizers Report**

Dear Sir / Ma'am,

This with reference to the Postal Ballot Notice dated May 24, 2024 informing you that the Company proposed to seek the approval of the members of the Company by Postal Ballot and e-voting as per Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Management and Administration) Rules 2014 (Rules) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Postal Ballot Notice was for seeking approval of the Members of the Company by way of Special Resolution as follows:

Sr. No	Resolutions Description
Special Resolution:	
1	Re - Appointment of Ms. Bhavana Rao as Executive Director of the Company

In this regard, please note that Mr. Anmol Jha, Practicing Company Secretary (FCS No.: 5962/ COP No.: 6150), who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on June 28, 2024.

In accordance with the said Report, the members of the Company have approved the above-mentioned resolution as mentioned in the Postal Ballot Notice dated May 24, 2024 detailed result is attached here under as a part of Scrutinizers Report.

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**Trigyn Technologies Limited**

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We enclose herewith:

- Scrutinizer's Report along with Results of Postal Ballot
- Certified True Copy of the resolution as approved by the Members.

Kindly take the same on record.

Thanking you,  
Yours faithfully,  
For **Trigyn Technologies Limited**

**Mukesh Tank**  
**Company Secretary**  
**Membership No. FCS 9604**

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**ANMOL JHA & ASSOCIATES**  
**(COMPANY SECRETARIES)**

Office No. 50, 2<sup>nd</sup> Floor, Asiatic Arcade,  
Vartak Nagar Pokhran Road No. 2,  
Thane (W) - 400606  
Email ID: [jha\\_anmol@yahoo.com](mailto:jha_anmol@yahoo.com), [seema.kolwadkar@gmail.com](mailto:seema.kolwadkar@gmail.com)  
Tel :- 8928119580, 7678025468, 9702062563

**REPORT OF SCRUTINIZER**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]*

To,

Mr.R.Ganapathi

The Chairman,

**Trigyn Technologies Limited**

27, SDF-1, SEEPZ-SEZ,

Andheri (East),

Mumbai- 400096

Dear Sir,

**Sub: Scrutinizer's report on postal ballot through remote e-voting conducted pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and General Circular No. 2/ 2022 dated May 05, 2022 and General Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time (hereinafter collectively referred to as "Circulars") issued by the Ministry of Corporate Affairs.**

I, **Anmol Kumar Jha, Practicing Company Secretary**, at Office No. 50, 2<sup>nd</sup> Floor, Asiatic Arcade, Vartak Nagar Pokhran Road No. 2, Thane (W) - 400606, had been appointed as the Scrutinizer by the Board of Directors of Trigyn Technologies Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereof, to conduct remote e-voting process and to scrutinize the e-voting in respect of the



**ANMOL JHA & ASSOCIATES**  
**(COMPANY SECRETARIES)**

below mentioned resolution of Trigyn Technologies Limited passed through Postal Ballot held through **May 30, 2024 to June 28, 2024.**

The Notice along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions passed through postal ballot of the Company.

The Company had availed the remote e-voting offered by National Securities Depositories Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut off" date of **Friday, May 24, 2024** were entitled to vote on the resolutions as contained in the Notice of the Postal Ballot.

The voting period for remote e-voting commenced on **Thursday, May 30, 2024 at 9:00 a.m. (IST)** and ended on **Friday, June 28, 2024 at 5:00 p.m. (IST)**.and the NSDL remote e-voting platform was blocked thereafter.

The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and the votes cast there under were counted by NSDL's system.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL.

I now submit my Report as under on the results of the remote e-voting in respect of the said Resolutions.

(a) **Resolution No. 1 (SPECIAL RESOLUTION)**

**To consider the re-appointment of Ms. Bhavana Rao as an Executive Director of the Company.**

i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
170	1,37,94,458.000	99.984%

lha





**ANMOL JHA & ASSOCIATES**  
**(COMPANY SECRETARIES)**

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	2,157,000	0.016%

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	NIL

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the deemed General Meeting (Postal Ballot) and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,



**Anmol Jha**  
**Anmol Jha & Associates**  
**Practicing Company Secretary**

FCS 5962, COP No. 6150  
Office No. 50, 2<sup>nd</sup> Floor, Asiatic Arcade, Vartak Nagar,  
Pokhran Road No. 1, Thane (West) – 400 606.

**UDIN: F005962F000631323**

Place: Thane

Date: June 28, 2024

We the undersigned witnessed that the votes were unblocked from the remote e-voting website of NSDL in our presence on **June 28, 2024**.



**ANMOL JHA & ASSOCIATES**  
(COMPANY SECRETARIES)

R. B. Jha

Name: Raja Babu Jha  
Address: Kurpani Chand  
Gavandi Bazaar  
Thane West - 400610

Seema

Name: Seema Kelwadkar  
Address: F-601, Lokminarayan Residency  
Pokhran Road No. 2  
Thane West - 400610



<b>General information about company</b>	
Scrip code	517562
NSE Symbol	TRIGYN
MSEI Symbol	NOTLISTED
ISIN	INE948A01012
Name of the company	Trigyn Technologies Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-06-2024
Start time of the meeting	
End time of the meeting	



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Mr. Anmol Jha
Firms Name	Anmol Jha & Associates
Qualification	CS
Membership Number	5962
Date of Board Meeting in which appointed	14-05-2024
Date of Issuance of Report to the company	28-06-2024





<b>Voting results</b>	
Record date	24-05-2024
Total number of shareholders on record date	37944
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re - Appointment of Ms. Bhavana Rao as Executive Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13701877	13701877	100	13701877	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13701877	13701877	100	13701877	0	100
Public- Institutions	E-Voting	3308	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3308	0	0	0	0	0
Public- Non Institutions	E-Voting	17080551	94738	0.5547	92581	2157	97.7232	2.2768
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17080551	94738	0.5547	92581	2157	97.7232
Total		30785736	13796615	44.815	13794458	2157	99.9844	0.0156
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY MEMBERS OF THE COMPANY  
THROUGH POSTAL BALLOT ON JUNE 28, 2024**

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**Resolution No. 1**

**Re - Appointment of Ms. Bhavana Rao as Executive Director of the Company**

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**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company is hereby accorded for re-appointment of Ms. Bhavana Rao as an Executive Director of the Company for a period of five years from **May 17, 2024** to **May 16, 2029**, 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 – NIL
- Actual reimbursement of business promotion expenses incurred in the course of business of the Company;
- Actual reimburse of traveling, hotel and other expenses incurred in performance of the duties on behalf of the Company;
- No sitting fees will be paid for attending the meeting of the Board of Directors or any committee thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Director of the company or Company Secretary be and is hereby authorized, on behalf of the company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of companies;

**RESOLVED FURTHER THAT** any one of the Director and/or Company Secretary of the Company be and are hereby authorized to furnish a copy of this resolution under his signature to anyone concerned or interested in the matter as a duly certified true copy and to do all such acts, deeds or things to give effect to the above resolution.”

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

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 of the accompanying Notice:

### **Resolution No. 1**

#### **Re-Appointment of Ms. P. Bhavana Rao, (DIN 02326788) as an Executive Director.**

Ms. Bhavana Rao was re-appointed as an Executive Director of the Company at the Thirty Fifth Annual General Meeting of the Company held on September 28, 2021 for a period commencing from May 17, 2021 to May 16, 2024. Upon the recommendation of the Nomination / Remuneration / Compensation committee at their meeting held on May 06, 2024 subject to approval of the Board to re-appoint her as an Executive Director of the Company. The Board vide its Resolution dated May 14, 2024 has approved the re-appointment of Ms. Bhavana Rao as an Executive Director for a period of five years from **May 17, 2024 to May 16, 2029** with NIL remuneration and on reimbursement of actual expenditures subject to approval of the members of the Company at the AGM. She will however draw a remuneration of USD 175,000 p.a from Trigyn Technologies Inc., USA the wholly-owned subsidiary of the Company as she is working as Senior Vice President-New Technology for Trigyn Technologies Inc., USA.

It would be in the interest of the Company to avail of the valuable experience and knowledge of Ms. Bhavana Rao.

The information as required under second proviso to Section (A) of Part II of Schedule V is given below.

#### **I) GENERAL INFORMATION:**

- 1) Nature of Industry: Telecom, Information technology, Business Management and Human Resource.
- 2) Date or expected date of commencement of commercial production: Not Applicable (The Company is an existing Company)
- 3) In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus: Not Applicable

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4) Financial performance based on given indicators:

Particular Period: 01-04-2022 to 31-03-2023  
Total Revenue: Rs. 17,251.95 Lakhs  
Profit (Loss) after Tax: Rs. 430.17 Lakhs

5) Foreign Investment or collaboration, if any: The Company has investment in the following overseas subsidiaries:

- i) Trigyn Technologies Inc.
- ii) Trigyn Technologies Schweiz GmbH

**II) Information about the Appointee:**

1) Tenure of Appointment

The appointment of Ms. Bhavana Rao as Executive Director of the Company is for a period of five years with effect from **May 17, 2024** to **May 16, 2029**.

2) Background Details:

Ms. Bhavana Rao, aged about 40 years has done her graduation in B. Tech and post-graduation in MBA (Human Resource). She has rich work experience in the field of Information Technology, e-Governance, Education Training and Telecom. She won award in Citation for Excellence from PES Institute of Technology, in recognition of involvement in research activities, and achieving accolades in various competitions and Special Mention Award at the CSI Regional (South) Competition for Young IT Professionals (2004) for paper titled 'A Versatile Web-Enabled E-learning Engine at a mouse click'. She is working for Trigyn Technologies Inc., under L1 Visa.

3) Past Remuneration: USD 175,000 p.a (USD One Lakh Seventy-Five Thousand) from Trigyn Technologies Inc., USA the wholly-owned subsidiary of the Company as she is working as Senior Vice President-New Technology for Trigyn Technologies Inc., USA.

4) Recognition or awards:

She won award in Citation for Excellence from PES Institute of Technology, in recognition of involvement in research activities, and achieving accolades in various competitions and Special Mention Award at the CSI Regional (South) Competition for Young IT Professionals (2004) for paper titled 'A Versatile Web-Enabled E-learning Engine at a mouse click'

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5) Job Profile and her suitability

Ms. Bhavana Rao has been associated with the Company for more than 13 Years. She is involved in day-to-day activities of the Company and that has helped her intricately understand the nature of the business of the Company due to which she has been able to guide the company towards the growth path.

Her educational qualification is of tremendous help to the Company and helps the Company to deliver excellent performance to its customers and bring new opportunities.

6) Remuneration proposed:

- *Salary – NIL*
- *Actual reimbursement of business promotion expenses incurred in the course of business of the Company;*
- *Actual reimburse of traveling, hotel and other expenses incurred in performance of the duties on behalf of the Company;*
- *No sitting fees will be paid for attending the meeting of the Board of Directors or any committee thereof.*

7) Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person:

The remuneration payable to the appointee is NIL hence comparative remuneration is not applicable.

8) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

The appointee has no pecuniary relationship directly or indirectly with the Company. She is related to Dr. P. Raja Mohan Rao, Non-executive Director of the Company.

Ms. Bhavana Rao is concerned or interested in resolution no. 1 in respect of her own appointment. Dr Raja Mohan Rao, Non-executive Director also interested in resolution no. 1 being related to Ms. Bhavana Rao.

II) Other Information

- (1) Reasons of loss or inadequate profits
- (2) Steps taken or proposed to be taken for improvement
- (3) Expected increase in productivity and profits in measurable terms.

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As the remuneration drawn is NIL the information pertaining to Other Information is not applicable.

### III) Disclosure

The agreement between the Company and Ms. Bhavana Rao, inter alia contains the following terms and conditions:

- *Salary – NIL*
- *Actual reimbursement of business promotion expenses incurred in the course of business of the Company;*
- *Actual reimburse of traveling, hotel and other expenses incurred in performance of the duties on behalf of the Company;*
- *No sitting fees will be paid for attending the meeting of the Board of Directors or any committee thereof.*

Ms. Bhavana Rao shall not so long as she functions as such, become interested or otherwise concerned in any selling agency of the Company in future without the prior approval of the Central Government / National Company Law Tribunal.

The agreement and the resolution of the Annual General Meeting referred to in the Resolution will be open for inspection by the members at the Registered Office of the Company on any working day, except Saturdays during business hours up to the date of the meeting.

This may also be treated as an abstract of the agreement and the Memorandum of Interest of Directors therein pursuant to the provisions of Section 190 of the Companies Act, 2013.

Your Directors are confident that appointment of Ms. Bhavana Rao as Executive Director shall benefit the overall growth in business of the Company and therefore recommend the resolution for your kind approval.

The Board recommends the above resolution as a **Special Resolution** set forth in this notice for the approval of Members.

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The profile and specific areas of expertise of Ms. Bhavana Rao and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as **Annexure A**.

Except Mrs. Bhavana Rao and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolutions set out in the Notice.

<b>Name of the Director</b>	<b>Ms. P. Bhavana Rao</b>
<b>DIN</b>	02326788
<b>Date of Birth</b>	15-09-1983
<b>Age</b>	40 years
<b>Date of first appointment on the Board</b>	17-05-2018
<b>Qualifications</b>	B Tech (IT) and post-graduation in MBA (Human Resource)
<b>Expertise in specific functional areas</b>	Telecommunication Industry
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	core competencies in building successful teams for delivering results in challenging situations
<b>Terms and conditions of re-appointment</b>	As per the resolution of this Notice read with the explanatory statement thereto
<b>Details of remuneration last drawn (FY 2023-24)</b>	N.A.
<b>Details of remuneration sought to be paid</b>	Nil
<b>Directorships in other Companies (excluding foreign companies)</b>	1. Leading Edge Infotech Limited 2. Trigyn Technologies (India) Private Limited 3. United Telelinks (Bangalore) Limited 4. United Telecoms Limited 5. United Sustainable Energy India Private Limited 6. United Wireless Technologies Limited 7. ITASCA Software Development Private Limited 8. UTL Technologies Limited
<b>Membership / Chairpersonship of Committees in other companies (excluding foreign companies)</b>	Not Applicable
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Not Applicable
<b>No. of Board Meetings attended during FY 2023-24</b>	5 (five)
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	Ms. Bhavana Rao is a relative of Dr. Raja Mohan Rao.

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<b>No. of shares held:</b>	
<b>(a) Own</b>	Nil
<b>(b) For other persons on a beneficial basis</b>	Nil

The Board recommends the special resolution set forth in this notice for the approval of Members.

**Certified True Copy,  
For Trigyn Technologies Limited**

**Mukesh Tank  
Company Secretary  
Membership No. FCS 9604**

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