September 3, 2018

BSE Limited

Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 **National Stock Exchange of India Limited**

Exchange Plaza Plot no. C/1, G Block Bandra – Kurla Complex Bandra (E)

Mumbai - 400 051

Company Code: TRIGYN

Scrip Code: 517562 Scrip ID: TRIGYNTECH

Dear Sirs,

Sub: Intimation of 32nd Annual General Meeting and Book Closure.

We would like to inform you that the Thirty Second (32nd) Annual General Meeting (AGM) of the members of the Company is scheduled to be held on Friday, September 28, 2018 at 3.30 p.m. at Hotel Suncity Residency 16th Road, MIDC, Marol, Andheri (E), Mumbai 400093 to transact the business as set out in the notice of the said AGM.

The details of book closure and record date for the purpose of AGM is as under:

Type of Security	Book Closure	Purpose	Cut-off date for the purpose of voting at the AGM and Remote E-voting
Equity Shares	Monday, September 24,	32 nd Annual General	Friday, September 21, 2018
	2018 to Friday,	Meeting to be held on	
	September 28, 2018	September 28, 2018	
	(both days inclusive)		

Further, pursuant to the provisions of Section 108 of the Companies Act. 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members of the Company to cast their votes by electronic means on all resolutions set out in the 32nd AGM Notice through e-voting service provided by Karvy Computershare Private Limited (Karvy).

Cut-off date for determining the eligibility of members to vote by remoting e-voting or voting at the 32nd AGM is Friday, September 21, 2018. The remote e-voting will commence on Tuesday, September 25, 2018 (9:00 AM IST) and ends on Thursday, September 27, 2018 (5:00 PM IST).

Copy of Notice of 32nd AGM of the Company along with Statement pursuant to the Section 102 of the Companies Act, 2013 and instruction for e-voting facility is attached herewith for your records.



Kindly take the same on record.

Thanking you.

Yours faithfully, For Trigyn Technologies Limited

Mukesh Tank Company Secretary & Compliance Officer

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting (AGM) of the members of **Trigyn Technologies Limited** will be held on Friday, September 28th, 2018, at 3:30 p.m. IST at HOTEL SUNCITY RESIDENCY, 16th Road, MIDC, Marol, Andheri (E), Mumbai 400093 to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of financial statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018, 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.

Item No. 2 - Appointment of Director

To appoint a Director in place of Ms. P. Bhavana Rao, who retires by rotation and being eligible, offers herself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. P. Bhavana Rao who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company;

RESOLVED FURTHER THAT Ms. P. Bhavana Rao, Executive Director of the Company be re-appointed as a Director immediately on retirement by rotation, shall continue to hold her office of Executive Director, and such re-appointment as such director shall not be deemed to constitute a break in her appointment as Executive Director."

SPECIAL BUSINESS

Item No. 3 - Appointment of Ms. Bhavana Rao as Executive Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a 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 Ms. Bhavana Rao as an Executive Director of the Company for a period of three years from May 17, 2018 to May 16, 2021, 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 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."

By Order of the Board of Directors For Trigyn Technologies Limited

> Mukesh Tank Company Secretary & Legal

Regd. Office:

27, SDF I, SEEPZ, M.I.D.C., Andheri (East), Mumbai - 400 096. August 10, 2018

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- 2. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send
 a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their
 behalf at the meeting.
- 4. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- 5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 6. Members / Proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- 8. The Register of Members and Share Transfer Books will remain closed from Monday, September 24, 2018 to Friday, September 28, 2018 (both days inclusive).
- 9. Members are requested to address all correspondence, to the Registrar and Share Transfer Agents, M/s Karvy Computershare Private Limited, [Unit: Trigyn Technologies Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
- 10. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically.
- 11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 12. The Annual Report 2017-2018 is being sent by electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 are being sent by the permitted mode.
- 13. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy), on all the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below. Resolution(s) passed by Members through remote e-voting is/are deemed to have been passed as if they have been passed at the AGM. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- 14. The board of directors has appointed Mr. Anmol Jha of M/s. Anmol Jha & Associates, Practicing Company Secretaries (Membership No. FCS 5962) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

15. The Notice of the 32nd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

Members may also note that the Notice of the 32nd AGM and the Annual Report 2017-18 will be available on the Company's website, www.trigyn.com. The physical copies will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to email communication, or have any other queries may write to us at: ro@trigyn.com

Members desiring any information on the business to be transacted at the meeting are requested to write to the Company at least ten days in advance to enable the Management to keep the information ready at the meeting, to the extent possible.

The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days up to the date of the AGM.

Attendance registration: Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the Meeting.

INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, 2015, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 32nd Annual General Meeting to be held on Friday, September 28, 2018 at 3:30 p.m. IST. The Company has engaged the services of the Karvy Computershare Private Limited (Karvy), to provide the e-voting facility. The Notice is displayed on the Company's website, www.trigyn.com and on the website of Karvy, https://evoting.karvy.com.

The instructions for e-voting are as under:

- A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - i) Launch internet browser by typing the URL: https://evoting.karvy.com.
 - ii) Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, Click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the "EVENT" i.e., Trigyn Technologies Limited.
 - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: jha_anmol@yahoo.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
 - xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. September 21, 2018, may write to Karvy on the email ID: evoting@karvy.com or at [Unit:

Trigyn Technologies Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.

- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
 - i) User ID and initial password as provided below.
 - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- c. Other Instructions:
 - i) The e-voting period commences on Tuesday, September 25, 2018 (9.00 a.m. IST) and ends on Thursday, September 27, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 21, 2018 (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, September 21, 2018.
 - iii) Mr. Anmol Jha, Practicing Company Secretary (Membership No. FCS 5962), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
 - iv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - v) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.trigyn. com and on the Karvy's website viz: https://evoting.karvy.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("ACT"), sets out material facts relating to the business mentioned at Item No. 3 of the accompanying Notice.

Ms. P. Bhavana Rao, was first appointed as Executive Director of the Company at the Twenty Seventh Annual General Meeting of the Company held on September 27, 2013 for a period of 01-04-2012 to 31-03-2015. Thereafter at the Twenty Eighth Annual General Meeting held on September 26, 2014 the tenure of Executive Directorship was further extended from 01-04-2015 to 31-03-2018. However, w.e.f. 07-02-2017 she decided to resign from the post of Executive Directorship and remain as Non-Executive Director. Her inputs and expertise are constantly sought by the Company and hence it was considered appropriate to re-designate her as Executive Director of the Company. Upon the recommendation of the Nomination / Remuneration / Compensation committee at their meeting held on 17-05-2018 to the Board to appoint her as an Executive Director of the Company. The Board at their meeting held on 17-05-2018 appointed her again as an Executive Director for a period of three years from 17-05-2018 to 16-05-2021 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. P. Bhavana Rao.

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

GENERAL INFORMATION:

- 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)
- 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
- Financial performance based on given indicators:

Particular Period 01-04-2017 to 31-03-2018

Total Revenue Rs. 6.182.68 Lakhs

Profit (Loss) after Tax : Rs. 46.47 Lakhs

- Foreign Investment or collaboration, if any: The Company has investment in the following overseas subsidiaries:
 - Trigyn Technologies Inc.
 - Trigyn Technologies Schweiz GmbH

II) Information about the Appointee:

- Background Details:
 - Ms. P. Bhavana Rao, aged about 34 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.
- Past Remuneration: Rs.30,00,000/- p.a. (Rupees Thirty Lakhs Only p.a.) from 01-04-2015 to 07-02-2017 and 2) perguisites Gratuity and Provident Fund as may be applicable and Leave and encashment of un-availed leave as per the rules of the Company.

3) 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'

4) Job Profile and her suitability

Ms. Bhavana Rao has been associated with the Company for more than 7.5 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 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.

5) 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.
- 6) 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.

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. P. Bhavana Rao is concerned or interested in resolution no. 3 in respect of her own appointment. Dr. P. Raja Mohan Rao, Non-executive Director of the Company is interested in resolution no. 3 being related to Ms. P. Bhavana Rao.

III) 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.

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

IV) Disclosure

The agreement between the Company and Ms. P. 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.

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Ms. P. 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. P. Bhavana Rao as Executive Director shall benefit the overall growth in business of the Company and therefore recommend the resolution for your kind approval.

Ms. P. Bhavana Rao is concerned or interested in resolution no.3 in respect of her own appointment. Dr. P. Raja Mohan Rao, Non-executive Director of the Company is interested in resolution no.3 being related to Ms. P. Bhavana Rao.

The Board recommends the resolution for approval of the members.

By Order of the Board of Directors
For Trigyn Technologies Limited

Mukesh Tank

Company Secretary & Legal

Regd. Office:

27, SDF I, SEEPZ, M.I.D.C., Andheri (East), Mumbai - 400 096,

Place: Mumbai

Date: August 10, 2018

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

MS. P. BHAVANA RAO

She has done her graduation in B Tech (IT) 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.

Date of Birth : September 15, 1983

Date of Appointment : February 9, 2011

- Nature of expertise in specific functional areas: Telecom, Information technology, Business Management and Human Resource.
- Disclosure of Inter-se relationships between Directors and Key Managerial Personnel: Ms. P. Bhavana Rao is the daughter of Dr. Raja Mohan Rao, Non-Executive Director of the Company. She is not related to any of the Key Managerial Personnel of the Company.
- Names of listed entities (other than Trigyn Technologies Limited) in which Dr. P. Raja Mohan Rao holds the directorship and the membership of Committees of the Board None.
- Shareholding in the Company Nil

By Order of the Board of Directors
For Trigyn Technologies Limited

Mukesh Tank

Company Secretary & Legal

Regd. Office:

27, SDF I, SEEPZ, M.I.D.C., Andheri (East), Mumbai - 400 096,

Place: Mumbai

Date: August 10, 2018