

**CERTIFIED TRUE COPY OF THE PROCEEDING OF 26TH ANNUAL GENERAL
MEETING HELD ON FRIDAY, SEPTEMBER 28TH, 2012**

1. The following Directors were present:

Mr. R. Ganapathi	-	Chairman and Executive Director
Mr. Vivek Khare	-	Chairman of the Audit Committee (Independent Director)
Dr. Raja Mohan Rao	-	Non-Executive Director

The following were present from the management:

Mr. Rohit Koli	-	Finance Manager
Mr. Parthasarathy Iyengar	-	Company Secretary
Mr. Valmeeka Nathan	-	Chief Executive Officer

21 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 187 of the Companies Act 1956 and 6 members were present through Proxy at the Meeting.

2. Mr. R. Ganapathi, Chairman of the Board of Directors, occupied the Chair and presided over the Meeting.
3. As the required quorum was present, the Chairman called the Meeting to order.
4. The Chairman welcomed the members to the Meeting. The Chairman informed the Members that the Register of Directors' Shareholdings maintained under Section 307 of the Companies Act, 1956 was available for inspection to them.
5. The Chairman declared that 6 proxies comprising 407,866 equity shares representing 1.39% of the paid up equity

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share were received and entered in the Register of Proxies and declared them as valid.

6. The Chairman called upon the Company Secretary to read the Notice of this Annual General Meeting, which was read by the Company Secretary.
7. The Chairman then called upon the Company Secretary, to read the Auditors' Report, which was read by the Company Secretary.
8. Mr. Jehangir Rohinton Batiwala proposed the following Ordinary Resolution:-

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2012, and the Profit & Loss Account for the year ended on the date and the Reports of the Directors thereon submitted to this Meeting be and are hereby approved and adopted".

Mr. Satish J. Shah seconded the Resolution.

The Resolution which was duly proposed and seconded was then put to vote by the Chairman. On a show of hands, the Resolution was carried unanimously.

9. Mr. Aspi Bamanshaw Bhesania proposed the following Ordinary Resolution:-

"RESOLVED THAT Mr. C .V. Rao be and is hereby re-appointed as the Director of the Company liable to retire by rotation."

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Mr. Kishanlal D Mahajan seconded the resolution.

The Resolution which was duly proposed and seconded was then put to vote by the Chairman. On a show of hands, the Resolution was carried unanimously.

10. Ms. Lekha Satish Shah proposed the following Ordinary Resolution:-

"RESOLVED THAT Mr. Maulik Shah be and is hereby re-appointed as the Director of the Company liable to retire by rotation."

Mr. Rohinton Framroze Batiwala seconded the resolution.

The Resolution which was duly proposed and seconded was then put to vote by the Chairman. On a show of hands, the Resolution was carried unanimously.

11. Mr. Jehangir Rohinton Batiwala proposed the following Ordinary Resolution:-

"RESOLVED THAT Mr. Vivek Khare be and is hereby re-appointed as the Director of the Company liable to retire by rotation."

Mr. Ravi Dayanand Ochani seconded the resolution.

The Resolution which was duly proposed and seconded was then put to vote by the Chairman. On a show of hands, the Resolution was carried unanimously.

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12. Mr. Rohit Koli, representing United Telecoms Limited proposed the following Ordinary Resolution:-

“RESOLVED THAT M/s Ford, Rhodes, Parks & Co., Chartered Accountants be and hereby appointed as Auditors of the Company in place of retiring auditors M/s. Price Waterhouse, Chartered Accountants, who have expressed their unwillingness to hold office till the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed upon by the Board of Directors in consultation with them plus reimbursement of service tax and actual out of pocket expense”.

Mr. Jehangir Rohinton Batiwala seconded the resolution.

The Resolution which was duly proposed and seconded was then put to vote by the Chairman. On a show of hands, the Resolution was carried unanimously.

13. 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. Rohit Koli, representing United Telecoms Limited proposed the following Special Resolution:-

“RESOLVED THAT subject to the provisions of Section 198, 269, 309, Schedule XIII and such other applicable provisions if any of the Companies Act, 1956 and the rules and regulations made thereunder and any other approvals as may be required, the consent of the Company be and is hereby given for appointment of Mr. R. Ganapathi as the Executive Director of the Company for a period of three years with effect from April 1, 2012 to March 31, 2015 on a

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remuneration of Rs. 5,000,000/- p.a. (Rupees Fifty Lakhs only per annum).

RESOLVED FURTHER THAT the Board of Directors / Remuneration Committee of the Company be and is hereby authorized to alter, vary and modify the terms and conditions of appointment of Mr. R. Ganapathi in such manner as may be required to implement the above resolution".

Mr. Rohinton Framroze Batiwala seconded the resolution.

The Resolution which was duly proposed and seconded was then put to vote by the Chairman. On a show of hands, the Resolution was carried unanimously.

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

Thereafter, Mr. R. Ganapathi took the Chair.

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

For Trigyn Technologies Limited


Parthasarathy Iyengar
Company Secretary & Compliance Officer

