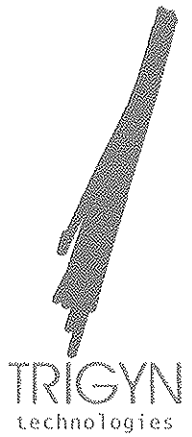


March 18, 2016

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 517562
Scrip ID: TRIGYNTECH

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




Dear Sir/Madam,

Sub: Minutes for declaration of Results of Postal Ballot conducted vide Notice dated February 3, 2016

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed with this letter the Minutes for declaration of Result of Postal Ballot conducted vide Notice dated February 3, 2016.

Kindly take the same on record.

For Trigyn Technologies Limited


Parthasarathy Iyengar
Company Secretary



Encl: As above

MINUTES FOR DECLARATION OF RESULT OF THE POSTAL BALLOT CONDUCTED VIDE NOTICE DATED FEBRUARY 3, 2016 IN RESPECT OF PASSING OF THE SPECIAL RESOLUTION FOR AMENDMENT OF THE ESOP SCHEME OF THE COMPANY- THE TRIGYN TECHNOLOGIES LIMITED EMPLOYEE STOCK OPTION PLAN 2000 (ESOP 2000)

1. The Board of Directors of the Company had, at its meeting held on February 3, 2016 approved the passing of the proposal for conduction Postal Ballot under Section 110 of the Companies Act, 2013 for passing Special Resolution:
 - a. Pursuant to the provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SBEB Regulations), and other applicable provisions of the Companies Act, 2013 for amending the ESOP Scheme of the Company -Trigyn Technologies Limited Employee Stock Option Plan 2000 (ESOP -2000).
The board appointed Mr. Anmol Jha, Practicing Company Secretary to act as the Scrutinizer for conducting Postal Ballot in a fair and transparent manner.
 - b. As required under Rule 22 of the Companies (Management & Administration) Rules, 2014, the Notice of Postal Ballot dated February 3, 2016 alongwith the Postal Ballot Forms was sent to all the shareholders (with dispatch having been completed on February 15, 2016) to send their assent or dissent in writing by post or through electronic means within a period of 30 days from the date of dispatch of the notice, i.e., till March 15, 2016 and also an advertisement, regarding dispatch of Postal Ballot Notice alongwith ballot papers and containing all the matters required under the Companies Act, 2013 and relevant Rules was published on February 16, 2016.
 - c. In the report of the Scrutinizer dated March 18, 2016 on the Postal Ballot, it has been reported that upto the close of voting on March 15, 2016, the votes received alongwith percentage of voting were as under:

A. For Amendment of certain Clauses of the Trigyn Technologies Limited Employee Stock Option Plan 2000 (ESOP -2000)

Sr. No.	Particulars	No. of Postal Ballot forms.	No. of Shares	% of Total Shares Representing Valid Votes
1.	1. Total postal ballot forms received	107	73,418	
	2. Total E-voting options received	37	1,42,32,128	
	TOTAL	144	1,43,05,546	
2.	Less: Invalid votes	1	200	
3.	1. Net Valid Postal Ballot forms (As per register)	106	73,218	99.73
	2. Net E-voting options received	37	1,42,32,128	100.00
	TOTAL	143	1,43,05,346	99.998

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For Trigyn Technologies Limited

Parthasarathy Iyengar
Company Secretary



4.	1. Postal ballot forms with assent for the resolution	96	37,567	51.30
	2. E-voting options with assent for the resolution	30	1,42,14,023	99.87
	TOTAL	126	1,42,51,590	99.62
5.	1. Postal Ballot forms with dissent / against the resolution	4	725	0.99
	2. E-voting options with dissent / against the Resolution	7	18,105	0.13
	TOTAL	11	18,830	0.14
6.	Postal ballot forms with not voted for / against the resolution	7	34,926	0.24

- d. Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution has been passed with Requisite Majority.
- e. Accordingly, based on the Scrutinizer's aforesaid Report, I, R. Ganapathi, Chairman and Executive Director of Trigyn Technologies Limited, duly authorized in this behalf vide Board Resolution dated , February 3, 2016 declare that the Special Resolution as contained in the Notice dated February 3, 2016 for Company and reproduced hereunder has been passed with Requisite Majority:

A. For Amendment of the Trigyn Technologies Limited Employee Stock Option Plan 2000 (ESOP -2000):

"RESOLVED THAT pursuant to the provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SBEB Regulations), as amended from time to time, and any other applicable laws for the time being in force, 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 make amendments in TRIGYN TECHNOLOGIES LIMITED EMPLOYEE STOCK OPTION PLAN 2000 respectively as under:

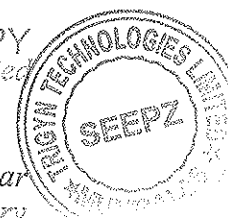
1. After Clause 2, the Following Clause is inserted as Clause 3:

3. Definitions

- 3.1. "Applicable Law" means every law relating to Employee Stock Options, including, but not limited to the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, SEBI (Share Based Employee Benefits) Regulations, 2014 and all relevant tax, securities, exchange control or corporate laws of India or any relevant jurisdiction or of any stock exchange on which the shares are listed or quoted.
- 3.2. "Board" means the Board of Directors of Trigyn Technologies Limited,

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For Trigyn Technologies Limited


R. Ganapathi
R. Ganapathi
Company Secretary



- 3.3. "Companies Act" means The Companies Act, 2013 and includes any statutory modifications or reenactments thereof.
- 3.4. "Company" means "Trigyn Technologies Limited" a company incorporated in India under the provisions of the Companies Act, 1956 having its registered office at 27 SADFISEEPZ-SEZ, Andheri (E), Mumbai, Maharashtra- 40096 and its successors and assigns.
- 3.5. "Compensation Committee" or "Committee" means a Nomination / Remuneration Committee constituted under section 178 of the Companies Act 2013 Committee constituted by the Board of Directors from time to time to administer 'the Plan'.
- 3.6. "Director" means a member of the Board of the Company.
- 3.7. "Eligibility Criteria" means the criteria as may be determined from time to time by the Compensation Committee for granting options under the Plan to the employees.
- 3.8. "Employee" means
- i. a permanent employee of the Company working in India or out of India; or
 - ii. a Director of the Company, whether a whole time Director or not but excluding independent director; or
 - iii. an employee, as defined in sub-clauses (i) or (ii) in this Para, of a Subsidiary, in India or out of India, or of a holding company of the Company, but excludes
 - a) an employee who is a Promoter or an employee being a part of Promoter Group;
 - b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.
- 3.9. "Employee Stock Option" or "Option" means the option given to employees satisfying the eligibility criteria which gives them the benefit or right to purchase or subscribe at a future date, the securities offered by the company directly or indirectly at a predetermined price.
- 3.10. "Employee stock option scheme (ESOS)" means a scheme under which a company grants employee stock option directly.
- 3.11. "Equity Share" means one Equity Share of the Face Value of Rs.10 each in the Company;
- 3.12. "Exercise" means making of an application by an employee to the company for issue of shares, against vested options in pursuance of the Plan along with exercise price payable for the shares.
- 3.13. "Exercise Date" means the date on which the employee elects to exercise the options granted to him.
- 3.14. "Exercise Period" means the time period after vesting within which the Eligible Person should exercise his right to apply for shares against vested options in pursuance of the Plan;

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For Trigyn Technologies Limited


Parthasarathy Iyengar
Company Secretary



- 3.15. "Exercise Price" means the price payable by the employee for the exercising the options granted to him under the Plan.
- 3.16. "Grant" means the process by which the company issues options, shares or any other benefits pursuant to the scheme.
- 3.17. "Grant date" means date on which the compensation committee approves the grant.
- 3.18. "Grantee" means an employee having right but not an obligation to exercise an option in pursuance the Plan.
- 3.19. "Independent director" shall have the same meaning as defined under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- 3.20. "Market Price" means the latest available closing price on a recognized stock exchange, on which the shares of the company are listed on the date immediately prior to the relevant date.
- 3.21. If the shares of the company are listed on more than one recognized stock exchange in India, the market price shall be closing price on the stock exchange having higher trading volume shall be considered as market price.
- 3.22. "Option" means the option given to an employee which gives him a right to purchase or subscribe at a future date, the shares offered by the company, directly or indirectly, at a pre-determined price.
- 3.23. "Promoter" means (a) the person or persons who are in control of the Company; (b) the person or persons who are instrumental in the formation of a Plan or Programme pursuant to which the Shares were offered to the public; (c) the person or persons named in the offer document as Promoters as defined in Clause 2(1) (za) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- Provided that a Director or an Officer of the Company if he is acting as such only in his professional capacity will not be deemed to be a Promoter.
- 3.24. "Promoter Group" means (a) the Promoters (b) an immediate relative of the Promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse); (c) persons whose shareholding is aggregated for the purpose of disclosing in the offer document "shareholding of the Promoter Group" as defined in Clause 2(1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- 3.25. "Recognized Stock Exchange" means the BSE, NSE or any other Stock Exchange in India on which the Company's Shares are listed or to be listed.
- 3.26. "Relevant date" This means,-
- In the case of grant, the date on which the compensation committee approves the grant; or
 - In the case of exercise, the date on which the employee elects to exercise the options granted to him.

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For Trigyn Technologies Limited



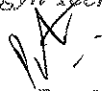
Parthasarathy Iyengar
Company Secretary



- 3.27. "Relative" shall have the same meaning as defined under section 2(77) of the Companies Act, 2013.
- 3.28. "Scheme" means Employee Stock Option Scheme under which the Company is proposing to provide share based benefits to employees which may be implemented or administered by the Compensation Committee.
- 3.29. "SEBI Act" means the Securities & Exchange Board of India Act, 1992 as amended, and includes all regulations and clarifications issued there under.
- 3.30. "SEBI Guidelines" means the Securities and Exchange Board of India, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended and includes all regulations and clarification issued thereunder.
- 3.31. "Subsidiary company" means any present or future subsidiary company of the Company, as defined in the Companies Act, 2013.
- 3.32. "Vesting" means the process by which the employee becomes entitled to receive the benefit of a grant made to him under the Plan;
- 3.33. "Vesting period" means the period during which the vesting of options under the Plan takes place.
2. Clause 3 (Renumbered as Clause 4): "Shares Subject to the Plan" following Paragraph is inserted after the first paragraph:
- "However, the maximum number of shares to be granted during any one year per eligible person shall not exceed 1% of the issued capital of the company (excluding outstanding warrants and conversions) at the time of grant of options, except with the approval of the members of the Company, accorded in a general meeting."*
3. Clause 4 (Renumbered as Clause 5): "Eligible Persons"
- Clause 4 (Renumbered as Clause 5) is replaced as follows:
- "A person eligible to receive an Option under the Plan (the "Grantee") is any Employee who is employed or engaged by the Company, as defined above at para 3.8."*
4. Clause 7 (Renumbered as Clause 8) - "Non-transferability" following Paragraph is inserted after the paragraph:
- "Any Option granted to the employees shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner."*
5. Clause 9 (Renumbered as Clause 10), the heading is replaced as "Option Terms"

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For Trigyn Technologies Limited


Parthasarathy Iyengar
Company Director



6. Clause 11 (Renumbered as Clause 12)- "Administration" in the Second paragraph, pursuant to implementation of SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, the Paragraph is replaced as follows:

"The Compensation Committee shall put in place systems and policies to guard against violations of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, as may be amended from time to time, by employees in the course of exercise of the Option."

7. After Clause 13 (Renumbered as Clause 14), the Following Clause is inserted as Clause 15:

"15. Tax Liability

The liability of paying tax, if any on the Stock Options pursuant to the Plan and the shares issued pursuant to Exercise of Options shall be entirely on the Grantee (his nominee(s)/legal heir(s) as the case may be) and shall be in accordance with the provisions of the Income Tax Act, 1961 (or any re-enactment thereof) and or rules framed thereunder.

Tax Deduction at source

The Company shall have the right to deduct from the salary of the Grantee or receive from the Grantee (his nominee(s)/legal heir(s) as the case may be) any of the tax obligations as stated in the above clause, in connection with the Employee Stock Option or the Shares acquired upon the Exercise thereof.

The Company shall have no obligation to deliver Shares until the tax obligations, if any, have been satisfied by the Grantee."

8. Clause 17 (Renumbered as Clause 19) - "Effective Date of this Plan" is replaced as follows:

"The effective date of the Plan shall be the date of the adoption of the Plan by the Share-holders by passing a special resolution. "

9. In the Scheme Where ever the word "affiliate" occurs, has been deleted pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI ESOP Regulations), as amended from time to time.

RESOLVED FUTHER THAT, approval of the members of the Company be and is hereby accorded to the Board to re-number any other clause or cross-reference to a clause in the Trigyn ESOP Plan-2000 which is getting changed due to insertion / deletion / modification / re-numbering of the clauses as above."

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

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For Trigyn Technologies Limited

Parthasarathy Iyer
Company Secretary



any other applicable laws, without requiring the board to secure any further consent or approval of the members of the Company.”

RESOLVED FURTHER THAT, the above amendment shall be applicable with immediate effect and shall not affect the options granted in the past in terms of the clause applicable then.”

RESOLVED FURTHER THAT, the Mr. R. Ganapathi, Chairman and Executive Director, Ms. Bhavana Rao, Executive Director and Mr. Parthasarathy Iyengar, Company Secretary be and are hereby severally authorized to file necessary forms with Registrar of Companies, taking approvals from Stock Exchanges, to do all such acts, matters, deeds and things as may be necessary to give effect to the above Resolution.”

**R. Ganapathi
CHAIRMAN**

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For Trigyn Technologies Limited

*Parthasarathy Iyengar
Company Secretary*

