

**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.

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Date :

(Signature to Member)

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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.

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