

FORD, RHODES, PARKS & CO. LLP

CHARTERED ACCOUNTANTS

SAI COMMERCIAL BUILDING
312 / 313, 3RD FLOOR
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MUMBAI-400 088

(Formerly Ford, Rhodes, Parks & Co.)

No. FRP/CERT/64/16-17

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To,
THE BOARD OF DIRECTORS,
TRIGYN TECHNOLOGIES LIMITED,
27, SDF – I, SEEPZ-SEZ,
ANDHERI (EAST), MUMBAI - 400096

CERTIFICATE

Subject: Certificate for non-applicability of the requirement of obtaining the valuation report from an independent Chartered Accountant as prescribed in paragraph I(A)(4) of Annexure I of the SEBI Circular (CIR/CFD/CMD/16/2015) dated November 30, 2015 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the proposed scheme of reduction of capital of Trigyn Technologies Limited ("Company")

This is to inform that we, We, FORD RHODES PARKS & CO.LLP, Chartered Accountants, the statutory auditors of the company, have been provided with the draft Scheme of Reduction of Capital ("Scheme"), Pre and Post Scheme shareholding pattern of the Company, Audited Financial Statements for the financial year ended March 31, 2016 and other material documents of the Company.

We further inform that we have perused, examined and verified the Scheme, Pre and Post Scheme shareholding pattern of the Company and other material documents of the Company.

Based on our verification of the Scheme, Pre and Post Scheme shareholding pattern of the Company, and according to information and explanations given to us by the management of the Company, we do hereby certify that the requirement of obtaining the valuation report from an Independent Chartered Accountant as prescribed in paragraph I(A)(4) of Annexure I of the SEBI Circular (CIR/CFD/CMD/16/2015) dated November 30, 2015 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the proposed Scheme, is not applicable, as provided in paragraph I(A)(4)(b) and (c) of the of Annexure I of the SEBI Circular (CIR/CFD/CMD/16/2015) dated November 30, 2015 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, since there is no change or alteration in the shareholding pattern of the Company pursuant to the said Scheme. The Scheme merely provides for setting off the accumulated losses of the Company and as such there is no swap of shares or issue of further shares pursuant to the said Scheme.

The Certificate is issued at the request of the Company in terms of exemption provided in paragraph I(A)(4) of Annexure I of the SEBI Circular (CIR/CFD/CMD/16/2015) dated November 30, 2015 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the proposed scheme of reduction of capital of the Company.

FOR FORD RHODES PARKS & CO. LLP

Chartered Accountants

ICAI Firm Registration No. 102860W/W100089



A.D. Shenoy

Partner

Membership No. 11549



Place: Mumbai

Date: 8th July 2016

A Partnership Firm with Registration No: BA61078 converted into a Limited Liability Partnership (LLP) namely FORD RHODES PARKS & CO. LLPw.e.f August 4, 2015 - LLP Identification No.AAE4990

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