

Annexure III

Form No. MGT-9**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L72200MH1986PLC039341
ii.	Registration Date	March 25, 1986
iii.	Name of the Company	Trigyn Technologies Limited
iv.	Category / Sub-Category of the Company	Company Limited by shares/ Indian Non-Government Company
v.	Address of the Registered office and contact details	27, SDF -1, SEEPZ-SEZ, Andheri (East), Mumbai -400096 Tel: 91(22) 61400909 Fax: 91(22) 28291418 Email: ro@trigyn.com Website www.trigyn.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s KFin Technologies Private Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel: +91 40 67162222/33211000 Fax: +91 40 67161627/33 Email: einward.ris@karvy.com website: www.kfintech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Computer Programming, Consultancy and Related Activities	620	100

IV. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Trigyn Technologies (India) Private Limited	U74999MH1996PTC100198	Subsidiary	100%	2(87)
2.	Leading Edge Infotech Limited	U72200MH1996PLC101095	Subsidiary	100%	2(87)
3.	Trigyn Technologies Inc. U.S.A.	Not applicable	Subsidiary	100%	2(87)
4.	Trigyn Technologies Schweiz GmbH	Not Applicable	Subsidiary	100%	2(87)

V. **SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i. **Category-wise Share Holding**

	Category Of Shareholder	No. of shares held at the beginning of the year April 1, 2019				No. of shares held at the end of the year March 31, 2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	14,1,59,020	0	1,41,59,020	46	1,41,59,020	0	1,41,59,020	45.99	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1):	1,41,59,020	0	1,41,59,020	46	1,41,59,020	0	1,41,59,020	45.99	0.00
(2)	FOREIGN									
(a)	Individuals (NRIs/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2):	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	1,41,59,020	0	1,41,59,020	46	1,41,59,020	0	1,41,59,020	45.99	0.00
B.	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions / Banks	87,189	0	87,189	0.28	1,150	0	1,150	0.00	0.28
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	3,400	3,400	0.01	0	3,400	3,400	0.01	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1):	87,189	3,400	90,589	0.29	1,150	3,400	4,550	0.01	0.28

	Category Of Shareholder	No. of shares held at the beginning of the year April 1, 2019				No. of shares held at the end of the year March 31, 2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	19,46,000	3,601	19,49,601	6.33	11,37,862	3,601	11,41,463	3.71	2.62
(b)	Individuals-									
	(i) Individuals holding nominal share capital upto ₹1 lakh	68,13,855	73,034	68,86,889	22.37	72,64,589	70,634	73,35,223	23.83	-1.46
	(ii) Individuals holding nominal share capital in excess of ₹1 lakh	70,27,001	0	70,27,001	22.83	76,19,759	0	76,19,759	24.75	-1.92
(c)	Others									
	NBFCs Registered with RBI	29,125	0	29,125	0.1	0	0	0	0.00	0.00
	CLEARING MEMBERS	52,805	0	52,805	0.17	72,176	0	72,176	0.23	-0.06
	NON RESIDENT INDIANS	2,73,136	1,234	2,74,370	0.89	2,42,654	1,234	2,43,888	0.79	0.10
	NRI NON-REPATRIATION	3,09,978	0	3,09,978	1.01	2,09,549	0	2,09,549	0.68	0.33
	TRUSTS	108	0	108	0.00	108	0	108	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0	0
	Sub-Total B(2) :	1,64,52,008	77,869	1,65,29,877	53.70	1,65,46,697	75,469	1,66,22,166	53.99	-0.29
	Total B=B(1)+B(2):	1,65,39,197	81,269	1,66,20,466	54.00	1,65,47,847	78,869	1,66,26,716	54.00	0
	Total (A+B) :	3,06,98,217	81,269	3,07,79,486	100	3,07,06,867	78,869	3,07,85,736	100	0.00
C.	Shares held by custodians, against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A+B+C) :	3,06,98,217	81,269	3,07,79,486	100	3,07,06,867	78,869	3,07,85,736	100	0.00

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	UNITED TELECOMS LIMITED	1,41,59,020	46	3.23	1,41,59,020	45.99	3.23	0.01
	Total	1,41,59,020	46	3.23	1,41,59,020	45.99	3.23	0.01

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no	Name of the Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	UNITED TELECOMS LIMITED				
	At the beginning of the year	1,41,59,020	46.00	1,41,59,020	46.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<i>There is no change in Promoters' Shareholding between 01.04.2019 to 31.03.2020</i>			
	At the End of the year	1,41,59,020	45.99	1,41,59,020	45.99

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 Shareholders*	Shareholding at the beginning of the year (01.04.2019)		Shareholding at the end of the year (31.03.2020)	
		No. of shares	% total Shares of the Company	No. of shares	% total Shares of the Company
A.	At the beginning of the year				
	HOMIYAR MINOO PANDAY	950666	3.09	950666	3.09
	ANGEL FINCAP PRIVATE LIMITED	412714	1.34	0	0.00
	LILAVATI ASHOK SHAH	0	0.00	407214	1.32
	VACHAN KAMATH	391185	1.27	391185	1.27
	AKSHAYA KAMATH	390385	1.27	390385	1.27
	SUNANDA CHAUDHURY VAIDYA	364630	1.18	364630	1.18
	VEENA CHHABRA	277522	0.90	44951	0.15
	RAHUL KAPUR	275750	0.90	275750	0.90
	TUSHAR VAIDYA	257570	0.84	257570	0.84
	LILAVATI ASHOK SHAH	250000	0.81	177892	0.58
B.	Date wise Increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g allotment, transfer/ bonus/ sweat equity etc.)				

* The Shares of the Company are traded on a daily basis and hence the top 10 shareholders in between the start of the year (April 1, 2019) and end of the year (March 31, 2020) who were not in top 10 either at the beginning or at the end of the year is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

Statement of Top 10 Shareholders transaction details for the period between April 1, 2019 and March 31, 2020

SR. No.	NAME	SHARES	DATE	REM
1	HOMIYAR MINOO PANDAY	950666	30/03/2019	OPBAL
1	HOMIYAR MINOO PANDAY	950666	31/03/2020	CLBAL
2	ANGEL FINCAP PRIVATE LIMITED	412714	30/03/2019	OPBAL
2	ANGEL FINCAP PRIVATE LIMITED	1	05/04/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	2	12/04/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	3	19/04/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	3	26/04/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	2	10/05/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	1097	17/05/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	3996	24/05/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	-100	07/06/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	-185	21/06/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	-15	28/06/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	200	19/07/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	-417718	30/08/2019	TRANSFER
2	ANGEL FINCAP PRIVATE LIMITED	0	31/03/2020	CLBAL
3	LILAVATI ASHOK SHAH	0	30/03/2019	OPBAL
3	LILAVATI ASHOK SHAH	407214	30/08/2019	TRANSFER
3	LILAVATI ASHOK SHAH	407214	31/03/2020	CLBAL
4	VACHAN KAMATH	391185	30/03/2019	OPBAL
4	VACHAN KAMATH	391185	31/03/2020	CLBAL
5	AKSHAYA KAMATH	390385	30/03/2019	OPBAL
5	AKSHAYA KAMATH	390385	31/03/2020	CLBAL
6	SUNANDA CHAUDHURY VAIDYA	364630	30/03/2019	OPBAL
6	SUNANDA CHAUDHURY VAIDYA	364630	31/03/2020	CLBAL
7	VEENA CHABBRA	277522	30/03/2019	OPBAL
7	VEENA CHABBRA	97583	12/04/2019	TRANSFER
7	VEENA CHABBRA	30486	31/05/2019	TRANSFER
7	VEENA CHABBRA	-200000	14/06/2019	TRANSFER
7	VEENA CHABBRA	-100000	12/07/2019	TRANSFER
7	VEENA CHABBRA	-60640	27/09/2019	TRANSFER
7	VEENA CHABBRA	44951	31/03/2020	CLBAL
8	RAHUL KAPUR	275750	30/03/2019	OPBAL
8	RAHUL KAPUR	275750	31/03/2020	CLBAL
9	TUSHAR VAIDYA	257570	30/03/2019	OPBAL
9	TUSHAR VAIDYA	257570	31/03/2020	CLBAL
10	LILAVATI ASHOK SHAH	250000	30/03/2019	OPBAL
10	LILAVATI ASHOK SHAH	250000	31/03/2020	CLBAL

v. Shareholding of Directors and Key Managerial Personnel:

Sr. no	Name	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Directors							
1	R. Ganapathi	1-Apr-19	Op Bal	148,425	0.48	-	-
		31-Mar-20	Cl Bal			148,425	0.48
Key Managerial Personnel							
2	Mr. Amin Bhojani	1-Apr-19	Op Bal	-	-	-	-
		28-May-19	ESOP	6250	0.02	6250	0.02
		31-Mar-20	Cl Bal			6250	0.02

VI. INDEBTEDNESS – Not applicable

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
- Addition				
- Reduction				
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		
		Mr. R. Ganapathi**	Ms. Bhavana Rao	Mr. Dilip Hanumara
1	Gross salary	50.83	-	-
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	-	-	-
2	Stock Option*	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others	-	-	-
	Total (A)	50.83	-	-
	Ceiling as per the Act (@ 5% of profits calculated under Section 198 of the Companies Act, 2013)	58.87	-	-
	Ceiling as per the effective capital of the company	84.00	-	-

* Stock option include value of perquisite on exercise of ESOP.

Ms. Bhavana Rao was paid ₹ 2.69 Lacs, Mr. Dilip Hanumara ₹ 4.12 Lacs as reimbursement of expenses.

** Mr. R. Ganapathi was Chairman & Executive Director upto September 30, 2019.

Remuneration of Mr. R. Ganapathi includes: Salary ₹ 25.00 Lacs, Leave Encashment ₹ 5.83 Lacs, Gratuity ₹ 20.00 Lacs.

The Company had taken approval from shareholders for the remuneration of Mr. R Ganapathi, as Chairman & Executive Director through Postal Ballot and passed special resolution dated 22 March 2019.

The remuneration to Executive Director does not include contribution to provident fund, gratuity fund and provision for Leave encashment, as these are lump sum amounts for all relevant employees based on actuarial valuation.

However, remuneration to Mr. R. Ganapathi includes actual amounts of Gratuity and Leave Encashment that has been paid to him by the Company on his retirement from his Executive Directorship.

B. Remuneration to other directors: (Refer Corporate Governance Report for details):

(₹ In Lakhs)

Sr. No	Particulars of Remuneration	Fee for attending board / Committee meetings	Commission	Others, (reimbursement + others)	Total Amount
1	Independent Directors				
	Mr. CH. V. V. Prasad	1.40	-	0.26	1.66
	Mr. Vivek Khare	3.20	-	3.04	6.24
	Dr. B. R. Patil	1.00	-	1.36	2.36
	Mr. A. R. Ansari	2.80	-	2.56	5.36
	Mr. Mohan Narayanan**	1.80	-	1.35	3.15
	Mr. Pradeep Kumar Panja	2.20	-	2.60	4.80
	Mr. Kodumudi Sambamurthi Sripathi	2.20	-	9.50	11.70
	Total (1)	14.60	0.00	20.67	35.27
2	Other Non-Executive Director				
	Dr. Raja Mohan Rao	-	-	31.01	31.01
	Mr. R. Ganapathi*	1.20	-	40.04	41.24
	Total (2)	1.20	-	71.05	72.25
	Total (B)= (1+2)	15.80	-	91.72	107.52
	Total Managerial Remuneration	NIL			
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)	11.77	-	-	11.77

* Mr. R. Ganapathi's designation was changed from Executive Director & Chairman to Non-Executive Director & Chairman w.e.f October 1, 2019.

Sitting Fees Rs. 1.20 Lacs, Reimbursement of expenses Rs. 20.04 Lacs and Consultancy Fees (In Professional Capacity) Rs. 20.00 Lacs

**Mr. Mohan Narayanan resigned as an Independent Director w.e.f December 3, 2019.

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD:

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Amin Bhojani	Mr. Mukesh Tank	Total
1	Gross salary	39.68	24.78	64.45
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961			
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961			
2	Stock Option*	4.18	-	4.18
3	Sweat Equity			
4	Commission			
	- as % of profit			
	Others, Bonus			
5	Others, specify			
	Total	43.85	24.78	68.63

The remuneration above does not include contribution to provident fund, gratuity fund and provision for Leave encashment, as these are lump sum amounts for all relevant employees based on actuarial valuation.

*Value of perquisite on exercise of ESOP

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There was no penalty imposed by the statutory authorities on the Company under the Companies Act, 2013 and rules made thereunder during the Financial Year 2019-20. However, the Company has been penalized by Bombay Stock Exchange and National Stock Exchange for ₹ 10,000 by each Exchange respectively for Non-compliance of Reg. 29(2&3) of SEBI (LODR) Regulations, 2015 regarding prior intimations to Stock Exchange of declaration of dividend. The said penalty has been timely paid by the Company to the Exchanges.