

October 30, 2024

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code: 517562 Scrip ID: TRIGYN	National Stock Exchange of India Limited Exchange Plaza Plot no. C/1, G Block Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Company Code: TRIGYN
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Subject: Result of Postal Ballot AND Scrutinizers Report

Dear Sir / Ma'am,

This with reference to the Postal Ballot Notice dated September 27, 2024 informing you that the Company proposed to seek the approval of the members of the Company by Postal Ballot and e-voting as per Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Management and Administration) Rules 2014 (Rules) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Postal Ballot Notice was for seeking approval of the Members of the Company by way of Ordinary Resolution as follows:

Sr. No	Resolutions Description
Ordinary Resolution:	
1	To consider the appointment of Dr Satyam Cherukuri as Chairman of the Company and payment of consideration of his Consultancy services.

In this regard, please note that Mr. Anmol Jha, Practicing Company Secretary (FCS No.: 5962/ COP No.: 6150), who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on October 30, 2024.

In accordance with the said Report, the members of the Company have approved the above-mentioned resolution as mentioned in the Postal Ballot Notice dated September 27, 2024 detailed result is attached here under as a part of Scrutinizers Report.

Trigyn Technologies Limited

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We enclose herewith:

- Scrutinizer's Report along with Results of Postal Ballot
- Certified True Copy of the resolution as approved by the Members.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Trigyn Technologies Limited**

Mukesh

Narayan

Tank

Mukesh Tank

Company Secretary

Membership No. FCS 9604

Digitally signed by
Mukesh Narayan
Tank
Date: 2024.10.30
18:36:37 +05'30'

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ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

Office No. 50, 2nd Floor, Asiatic Arcade,
Vartak Nagar Pokhran Road No. 2,
Thane (W) - 400606

Email ID: jha_anmol@yahoo.com, seema.kolwadkar@gmail.com

Tel :- 8928119580, 7678025468, 9702062563

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,

Mr.R.Ganapathi

The Chairman,

Trigyn Technologies Limited

27, SDF-1, SEEPZ-SEZ,

Andheri (East),

Mumbai- 400096

Dear Sir,

Sub: Scrutinizer's report on postal ballot through remote e-voting conducted pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and General Circular No. 2/ 2022 dated May 05, 2022 and General Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time (hereinafter collectively referred to as "Circulars") issued by the Ministry of Corporate Affairs.

I, **Anmol Kumar Jha, Practicing Company Secretary**, at Office No. 50, 2nd Floor, Asiatic Arcade, Vartak Nagar Pokhran Road No. 2, Thane (W) - 400606, had been appointed as the Scrutinizer by the Board of Directors of Trigyn Technologies Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereof, to conduct remote e-voting process and to scrutinize the e-voting in respect of the



ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

below mentioned resolution of Trigyn Technologies Limited passed through Postal Ballot held through **October 1, 2024 to October 30, 2024.**

The Notice along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions passed through postal ballot of the Company.

The Company had availed the remote e-voting offered by National Securities Depositories Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut off" date of **Friday, September 20, 2024** were entitled to vote on the resolutions as contained in the Notice of the Postal Ballot.

The voting period for remote e-voting commenced on **Tuesday, October 1, 2024 at 9:00 a.m. (IST)** and ended on **Wednesday, October 30, 2024 at 5:00 p.m. (IST)** and the NSDL remote e-voting platform was blocked thereafter.

The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and the votes cast there under were counted by NSDL's system.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL.

I now submit my Report as under on the results of the remote e-voting in respect of the said Resolutions.

(a) **Resolution No. 1 (ORDINARY RESOLUTION)**

To consider the appointment of Dr Satyam Cherukuri as Chairman of the Company and payment of consideration of his Consultancy services.

i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
109	13747956	99.71

Uhe.

ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	39966	0.29

(iii) Invalid Votes:

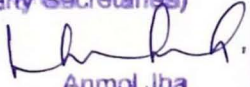
Number of members whose votes were declared invalid	Number of votes cast by them
NIL	NIL

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the deemed General Meeting (Postal Ballot) and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

Anmol Jha & Associates
(Company Secretaries)



Anmol Jha
(Proprietor)

Anmol Jha

COP No. 6150

MEM No. 5962

Anmol Jha & Associates

Practicing Company Secretary

FCS 5962, COP No. 6150

Office No. 50, 2nd Floor, Asiatic Arcade, Vartak Nagar,

Pokhran Road No. 1, Thane (West) – 400 606.

UDIN: F005962F001833909


Place: Thane

Date: October 30, 2024

We the undersigned witnessed that the votes were unblocked from the remote e-voting website of NSDL in our presence on **October 30, 2024**.



ANMOL JHA & ASSOCIATES
(COMPANY SECRETARIES)



Name: Seema Kolwadkar
Address: F-601, Laxmi Narayan Resi
Pokhian Road No 2
Thane (W) - 400610



Name: R. Therat
Address: Krr Kere chawl
Ganand Bugh.
Thane W.R. 400610

General information about company	
Scrip code	517562
NSE Symbol	TRIGYN
MSEI Symbol	NOTLISTED
ISIN	INE948A01012
Name of the company	Trigyn Technologies Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-10-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Mr. Anmol Jha
Firms Name	Anmol Jha & Associates
Qualification	CS
Membership Number	5962
Date of Board Meeting in which appointed	27-09-2024
Date of Issuance of Report to the company	30-10-2024

Voting results	
Record date	20-09-2024
Total number of shareholders on record date	34606
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the appointment of Dr Satyam Cherukuri as Chairman of the Company and payment of consideration of his Consultancy services.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13701877	13701877	100	13701877	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13701877	13701877	100	13701877	0	100	0
Public- Institutions	E-Voting	65792	30231	45.9494	0	30231	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	65792	30231	45.9494	0	30231	0	100
Public- Non Institutions	E-Voting	17018067	55814	0.328	46079	9735	82.5581	17.4419
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17018067	55814	0.328	46079	9735	82.5581	17.4419
Total		30785736	13787922	44.7867	13747956	39966	99.7101	0.2899
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

**CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED BY MEMBERS OF THE
COMPANY THROUGH POSTAL BALLOT ON OCTOBER 30, 2024**

Resolution No. 1

To consider the appointment of Dr Satyam Cherukuri as Chairman of the Company and payment of consideration of his Consultancy services.

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 197(4), 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended and approved by the Nomination & Remuneration Committee, Audit Committee and the Board of Directors, consent of the Company be and is hereby accorded for approval of the Consultancy Services to be availed from Dr Satyam Cherukuri, Non-Executive Director (DIN: 01294234) who will also be appointed as Chairman of the Board a “related party” holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013 for a period of 3 (three) years with effect from October 1, 2024 upto September 30, 2027 at an Annual Consultancy Fee of Rs. 40,00,000/- (Rupees Forty Lakhs only) to be paid by the Company and Annual Consultancy Fee of USD 102,222 (One Hundred Two Thousand, Two Hundred Twenty-Two United State Dollars) to be paid by Trigyn Technologies Inc, the wholly owned subsidiary of the company per annum payable monthly and other terms & conditions as set out in the Consultant Agreement entered into between the Company with Dr Satyam Cherukuri.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 of the accompanying Notice:

Resolution No. 1**To consider the appointment of Dr Satyam Cherukuri as Chairman of the Company and payment of consideration of his Consultancy services.**

Dr Satyam Cherukuri was appointed as an Additional Director, Non-Executive (non-promoter category) of the company with effect from August 14, 2024. His appointment is subject to the approval of the shareholder in the forthcoming Annual General Meeting.

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

The management has informed the Audit Committee that Dr. Satyam Cherukuri is an independent consultant for corporate strategy, board governance, and innovation. He has served as the Chairman of Ness Technologies (NASDAQ: NSTC), Chairman of the Executive Council of The Conference Board, and on the boards of Sarnoff Corporation, New Jersey Technology Council, Orchid Biosciences (NASDAQ: ORCH), Locus Discovery, and Lamina Ceramics.

Dr. Satyam Cherukuri has also served as the President & CEO of Sarnoff Corporation, Princeton, NJ, prior to its merger with SRI International, Menlo Park, CA, in 2011. Sarnoff, previously known as RCA Laboratories, pioneered the color television, CMOS, diode lasers, HDTV and the world's digital video standards, LCDs, and other consumer electronics and was a leading innovation center for semiconductor, optoelectronics, and satellite communication technologies. Sarnoff was also an incubator for dozens of startups where Dr. Satyam Cherukuri managed the creation of Orchid Biosciences (NASDAQ: ORCH), Delsys Pharmaceuticals (acquired by Elan), Lamina Ceramics (high power LED lighting), Song Bird Medical (disposable hearing aids), Locus Discovery (computational drug discovery) and Insulet (continuous insulin delivery, NASDAQ: PODD).

Dr. Satyam Cherukuri has a Ph. D in Ceramics and M.S. in Glass Science from Alfred University, Alfred, NY, and a B. Tech in Ceramic Engineering from IIT BHU, India. He holds over 40 US and 30 international patents and published 12 scientific papers. His specific areas of scientific and engineering expertise are electronic materials, semiconductor packaging, microfluidics, and biocompatible nano materials. He is often invited to conduct seminars on Myths, Methods, and Ecosystems of Innovation.

Hence, in the interest of the Company and its wholly owned subsidiary to continue getting benefit of the rich experience of Dr. Satyam Cherukuri on the lighter engagement level, the Board at its meeting held on September 27, 2024, based on the recommendation of the Nomination & Remuneration Committee and the approval of the Audit Committee, approved the appointment of Dr. Satyam Cherukuri to act as a Consultant to the Company for a period of 3 (three) years with effect from

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October 1, 2024 upto September 30, 2027 at an Annual Consultancy Fee to be paid by Trigyn Technologies Limited of Rs. 40,00,000/- (Rupees Forty Lakhs only) and be paid by Trigyn Technologies Inc, a wholly owned subsidiary of the Company an Annual Consultancy Fee of USD 102,222 (One Hundred Two Thousand, Two Hundred Twenty-Two United State Dollars) per annum payable monthly and other terms & conditions as set out in the Consultant Agreement entered into between the Company with Dr Satyam Cherukuri.

Further, in terms of Section 188(1)(f) of the Companies Act, 2013, the appointment of a Director or a relative of director to an Office or Place of Profit in a company drawing a monthly remuneration exceeding Rs. 2.5 Lakh also requires approval of the Shareholders of the company. The Consultancy Agreement is available for inspection at the Registered Office of the Company during the business hours on all working days of the Company between 10.00 a.m. and 4.00 p.m. upto the last date of the postal ballot voting.

Except Dr Satyam Cherukuri, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

Sr. No.	Information to be disclosed	Particulars
(a)	the name of the related party and nature of relationship;	Dr. Satyam Cherukuri – Related Party Nature of Relationship Appointment of Director in Wholly Owned Subsidiary
(b)	the nature, duration of the contract and particulars of the contract or arrangement;	Dr Satyam Cherukuri was appointed as Additional Director, Non-Executive (non-promoter category) of the company with effect from August 14, 2024 a Consultant to the Company for a period of 3 (three) years with effect from October 1, 2024 upto September 30, 2027.

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(c)	the material terms of the contract or arrangement including the value, if any;	Dr Satyam Cherukuri, as Consultant and Chairperson to the Company will termed as related party getting appointed on office as per the provisions of the Companies Act will be paid at an Annual Consultancy Fee to be paid by Trigyn Technologies Limited of Rs. 40,00,000/- (Rupees Forty Lakhs only) and be paid by Trigyn Technologies Inc, a wholly owned subsidiary of the Company an Annual Consultancy Fee of USD 1,02,222 (One Million, Two Thousand, Two Hundred Twenty-Two United State Dollars) per annum payable monthly and other terms & conditions as set out in the Consultant Agreement entered into between the Company with Dr Satyam Cherukuri."
(d)	any advance paid or received for the contract or arrangement, if any;	No advance is paid or received from the related party.
(e)	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Not applicable.
(f)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	All the factors relevant to the appointment of related party are considered.
(g)	any other information relevant or important for the members to take a decision on the proposed transaction.	As above.

Certified True Copy,
For Trigyn Technologies Limited

Mukesh
Narayan Tank

Digitally signed by
Mukesh Narayan Tank
Date: 2024.10.30
18:37:12 +05'30'

Mukesh Tank
Company Secretary
Membership No. FCS 9604

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