

14th March, 2020

To,
Deptt. of Corporate Services- Listing,
National Stock Exchange of India Limited,
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051.

Sub: Dispatch of Postal Ballot Notice.

Dear Sir/Madam,

This is to inform you that pursuant to section 110 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, the Company has completed on 13th March, 2020 the physical and electronic dispatch of the postal ballot notice dated 04th February, 2020, along with postal ballot form to all the Members whose names appear in the register of members/list of beneficial owners as on 06th March, 2020, (cut off date) the Postal ballot notice has been uploaded on the website of the Company www.trejhara.com.

In Compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice sent to the shareholders, seeking approval through Postal Ballot is enclosed herewith.

Kindly published the same on website of the Stock Exchange.

For Trejhara Solutions Limited

Nilesh Kharche
Nilesh Kharche
Company Secretary





TREJHARA SOLUTIONS LIMITED

(CIN: L72900MH2017PLC292340)

Registered Office: Unit no. 601, Sigma IT Park, Plot no. R-203, R-204 T.T.C. Industrial Estate, Rabale Navi Mumbai - 400701.
Tel: +91 22 4040 8080; **Fax:** +91 22 4040 8081 • **Email:** investor@trejhara.com; • **Website:** www.trejhara.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, for obtaining assent of the Members of the Company on the resolutions appended below and the same is proposed to be passed by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolutions setting out the material facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form"), for your consideration.

The Board of Directors has appointed M/s. RS & MP Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with National Securities Depository Ltd (NSDL) for facilitating e-voting as an alternate for the Members to enable them to cast their votes electronically.

Members are requested to read the instructions printed on the Form for voting via physical ballot/ electronic mode. The Members who opt for voting via physical ballot are requested to return the Form in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Registrar and Transfer Agent, not later than 5.00 pm on Sunday, 12th April, 2020.

The Notice of the Postal Ballot has also been uploaded on the Company's website www.trejhara.com under 'Investors Section'.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or the Company Secretary. The result of the voting conducted through postal ballot will be announced by the Chairman or the Company Secretary of the Company on or before Tuesday, 14th April, 2020 at the Registered Office of the Company.

PROPOSED RESOLUTION

Item No. 1 - To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Change in terms of appointment of Mr. Amit Sheth – Whole Time Director of the Company:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members at the Annual General Meeting of the Company held on 20th September 2019, pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded, for the variation in the terms of appointment of Mr. Amit Sheth (DIN: 00122623), Whole Time Director of the Company in the following manner:

A. Tenure:

The tenure of appointment of Mr. Amit Sheth shall remain unchanged and he shall continue to hold the office of the Whole-time Director for a period of five (5) years commencing from 20th December, 2018, with the liberty to the either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration and Perquisite:

Mr. Amit Sheth shall be entitled to draw the remuneration in the following manner:

Sr. No.	Remuneration Component	Amount
1.	Gross salary	INR 5,97,784/- per month, plus other perks/ reimbursements/ retivals/ benefits as may be applicable as per the policy of the Company and agreed with Mr. Amit Sheth which in aggregate shall not exceed INR 75 lakhs per annum. This limit, subject to approval of Nomination and Remuneration Committee of the Board, may be enhanced by 10% per annum every year over the rate prevailing for the preceding calendar year and the revised amounts of salary shall come into effect from the first day of January of the relevant year.
2.	Reimbursements	Reimbursement of expenses on any official trip as per Rules of the Company.

Sr. No.	Remuneration Component	Amount
3.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
4.	Gratuity	Gratuity as per prevailing Rule.

C. The above said remuneration shall be effective for the period of three years starting from 1st December 2019."

"RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 2 - To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

To Increase investment limit in Company by Foreign Portfolio Investors, Non-Resident Indians.

"RESOLVED THAT pursuant to applicable provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 and the Companies Act, 2013 and all other applicable Rules, and Regulations, and (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company, the consent of the Members be and is hereby accorded to increase the limit for investments/holding of securities by Foreign Portfolio Investors ("FPIs") in the shares

NOTES AND INSTRUCTIONS:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Resolution and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, 06th March, 2020, and a person who ceases to be a Member after the said date, should treat this Notice for information purposes only. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 06th March, 2020. A member cannot exercise his/ her vote by proxy on Postal Ballot.

of the Company, by purchase or acquisition, up to 100% of the paid up equity share capital of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 and the Companies Act, 2013 and all other applicable Rules, and Regulations, and (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for purchase/holding of securities in the Company by all Non-Resident Indians (NRIs) and Overseas Indian Citizens (OCIs) up to 24% of the aggregate paid up share capital of the company or such other higher limit allowed under the said Regulations/Master Circular as may be amended from time to time."

"RESOLVED FURTHER THAT the Mr. Amit Sheth, Chairman & Director or Company Secretary, be and is hereby severally authorized to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for the matters connected therein or incidental thereto."

**By Order of the Board
For Trejhara Solutions Limited**

sd/-
**Nilesh Kharche
Company Secretary**

Registered Office:

Unit no. 601, Sigma IT Park,
Plot no. R-203, R-204
T.T.C. Industrial Estate,
Rabale Navi Mumbai - 400701
CIN : L72900MH2017PLC292340
Tel : 22 4040 8080
Fax : 22 4040 8081
Email : investor@trejhara.com
Website : www.trejehara.com
Date : 04th February, 2020

3. As per Section 110 of the Act, read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, the Postal Ballot Notice may be served on the members through electronic means, or by registered post/speed post or through courier service. Accordingly, Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form ("Ballot Form") through permitted mode.
4. The date of dispatch of the Postal Ballot Notice shall be announced through advertisement in the following newspapers:
 - (i) Navshakti - Marathi News Paper (Regional Language),
 - (ii) The Freepress Journal- English newspaper
5. The Postal Ballot Notice is uploaded on the website of

the Company, www.trejhara.com and on the website of NSDL, i.e. www.evoting.nsdl.com.

6. Voting Period commences on Saturday, 14th March, 2020 at 9.00 am and ends on Sunday, 12th April, 2020, at 5.00 pm.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
8. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
9. In case a Member has not received the Postal Ballot Form and is desirous of obtaining a duplicate Ballot Form or who has been sent this Postal Ballot Form electronically does not want to avail e-voting facility organized by National Securities Depository Ltd., may write to the Company at the registered office of the Company or Email: investor@trejhara.com mentioning their folio/DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach not later than the date and time specified in instructions at Serial No. A(ii) below.
10. M/s. RS & MP Associates, Company Secretaries, has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
11. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit report to the Chairman or the Company Secretary of the Company. The results of the Postal Ballot will be declared on or before Tuesday, 14th April, 2020. The said result along with scrutinizer's report(s) will be displayed on the Company's website viz., www.trejhara.com and the website of National Securities Depository Limited viz., www.evoting.nsdl.com. The results shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited.
12. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
13. The said Resolutions will be deemed to have been passed on the date of declaration of results, if approved, by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the Rules made there under.
14. Instructions for voting:

A. Voting through physical Ballot Form:

- (i) A Member desiring to exercise vote by Physical Postal Ballot shall complete the enclosed Postal Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Company's Registrar and Transfer Agent in the enclosed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.

- (ii) The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope to the Company's Registrar and Transfer Agent so as to reach there before 5.00 pm on Sunday, 12th April, 2020. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted/ accepted.
- (iii) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected.

A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Voting through electronic means:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?									
1.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.								
2.	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.								
3.	A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.								
4.	Your User ID details are given below :								
	<table border="1"> <thead> <tr> <th>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</th> <th>Your User ID is:</th> </tr> </thead> <tbody> <tr> <td>a) For Members who hold shares in demat account with NSDL.</td> <td>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</td> </tr> <tr> <td>b) For Members who hold shares in demat account with CDSL.</td> <td>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.</td> </tr> <tr> <td>c) For Members holding shares in Physical Form.</td> <td>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 112868 then user ID is 112868001***</td> </tr> </tbody> </table>	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:	a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 112868 then user ID is 112868001***
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5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select E-voting Event Number "EVEN" of Trejehara Solutions Limited which is 112868 Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsmp.pcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

C. Other Instructions:

1. The e-voting period commences on Saturday, 14th March, 2020 at 9.00 am and ends on Sunday, 12th April, 2020 at 5.00 pm (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently. (Note: e-Voting shall not be allowed beyond the said time.)
2. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on cutoff date of Friday, 06th March, 2020 as per the Register of Members/ Statements of beneficial ownership maintained by the Depositories, i.e. NSDL and CDSL.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

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

Item No. 1

The Members of the Company at the 2nd Annual General Meeting (“AGM”) held on 20th September, 2019 had appointed Mr. Amit Sheth as the Whole Time Director of the Company for a period of five years w.e.f. 20th December, 2018. As per the existing terms of his appointment Mr. Amit Sheth is not drawing remuneration. Mr. Amit Sheth was instrumental in ensuring smooth transition of operations into the Company post demerger. Further, Mr. Amit Sheth is also playing a key role in strengthening and expanding the operations of the Company. Therefore, in view of his contributions and the role played by him, it is felt to compensate him appropriately by way of remuneration subject to the Members approval.

The remuneration proposed to Mr. Amit Sheth is within the limits of the provisions of section 197 (3) read with Schedule V of the Companies Act, 2013 and the same has been approved and recommended by the Nomination and Remuneration Committee and the Board in their meeting held on 4th February 2020.

The additional detailed information as per Section – II of Schedule V of the Act is as follows:

Sr. No.	Particulars	Information										
I. General Information												
1	Nature of industry	Information Technology										
2	Date or expected date of commencement of commercial production	The Company not being into manufacturing operations, production date is not applicable. However, the Business was transferred to Company pursuant to scheme of demerger and the effective date was 02 nd August,2018.										
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable										
4	Financial performance based on given indicators	As per the published financials from time to time, the highlights of which on standalone basis are as follows for FY 2018-19: <div style="text-align: right;">(INR in Lakhs)</div> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>Total Income</td> <td style="text-align: right;">4,041.23</td> </tr> <tr> <td>Total Expense</td> <td style="text-align: right;">3,215.66</td> </tr> <tr> <td>Profit before Tax</td> <td style="text-align: right;">825.57</td> </tr> <tr> <td>Income Tax (current & deferred)</td> <td style="text-align: right;">308.87</td> </tr> <tr> <td>Profit after tax</td> <td style="text-align: right;">516.70</td> </tr> </table>	Total Income	4,041.23	Total Expense	3,215.66	Profit before Tax	825.57	Income Tax (current & deferred)	308.87	Profit after tax	516.70
Total Income	4,041.23											
Total Expense	3,215.66											
Profit before Tax	825.57											
Income Tax (current & deferred)	308.87											
Profit after tax	516.70											
5	Foreign investments or collaborations, if any	The Company has following two foreign subsidiaries: a. Trejhara Pte Ltd, Singapore b. Aurionpro Solutions SPC, Bahrain										
II. Information about the appointee												
1	Background details	With over 22 years of experience in corporate finance, equities and technology, Mr. Amit Sheth brings domain expertise in banking operations and cash management. An acclaimed thought leader in the banking industry, Amit is a regular contributor to regional banking conferences, panel discussions, and trade publications. Based in Mumbai, Amit holds a graduation in engineering and a postgraduate degree in finance.										
2	Past remuneration	Nil										
3	Recognition or awards	Mr. Amit Sheth is an acclaimed thought leader in the banking industry and is a regular contributor to regional banking conferences, panel discussions, and trade publications.										
4	Job profile and his suitability	Mr. Amit Sheth is the Whole Time Director of the Company and devotes his attention to the management of the affairs of the Company and exercises powers under the supervision of the Board of Directors of the Company.										
5	Remuneration proposed	INR 75,00,000 P.A.										
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Nomination & Remuneration Committee of the Board and the Board of Directors considering the size of the Company, the profile and contributions of Mr. Amit Sheth, the responsibilities handled by him and the industry benchmark, approved payment of the remuneration as detailed in the resolution, against the background of the general trend of managerial remuneration in the Information Technology and Software Services.										

Sr. No.	Particulars	Information			
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Does not have any pecuniary relationship with the Company except receipt of dividend.			
III. Other information:					
1	Reasons of loss or inadequate profits	The Company has been formed in 2017 and taken over the demerged business in second half of 2018. The Company has invested in research and development and in building sales and marketing capabilities.			
2	Steps taken or proposed to be taken for improvement	The Company is concentrating to upgrade its products and also its revenue by penetrating existing markets and tapping new markets and building appropriate channels to exploit the opportunities.			
3	Expected increase in productivity and profits in measurable term	In view of the steps initiated at strategic, technical and operations level, it is expected to see positive results with enhanced products and enriched customer base in forthcoming years under the leadership of Mr. Amit Sheth.			
Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole - time Director or of Manager					
1	Age of Director	52 Years			
2	Qualification	Mr. Amit holds a graduation in engineering and a postgraduate degree in finance			
3	Experience	22Years +			
4	Terms and conditions of appointment or reappointment	As stated in the resolution passed by the Members in the Annual General Meeting held on 20 th September 2019 subject to modifications by way of the proposed resolution			
5	Last drawn remuneration	Nil			
6	Date of first appointment on the Board	10 th March, 2017			
7	No. of share held as on 31 st December, 2019	8,38,812 shares			
8	Relationship with Directors, Managers & KMP	Not Related			
9	Number of Board Meeting attended during FY 2018-19.	09			
10	Other Directorship (The Directorship held by the Directors as mentioned, do not include alternate directorships, directorships of foreign companies.)	Aurofidel Outsourcing Ltd. Auroscient Outsourcing Ltd. SENA Systems Pvt. Ltd. Marcos Quay Sporting Excellence Pvt. Ltd. Kubiz Capital Pvt. Ltd. Intellvisions Solutions Pvt.Ltd Aurionpro Solutions Limited			
11	Chairman/ Member of the Committees of Boards of other companies (only listed company has been considered)	Sr. No.	Name of Company	Name of Committee	Designation
		1	Aurionpro Solutions Limited	Audit Committee	Member
		2	Aurionpro Solutions Limited	Stakeholders Relationship/Investors Grievances & Share Transfer Committee	Member
		3	Aurionpro Solutions Limited	Corporate Social Responsibility Committee (CSR)	Member

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Amit Sheth and his relatives are, in any way, concerned or interested in the said resolution.

Item No. 2

The Company has listed its shares, on BSE Limited and National Stock Exchange of India Limited after allotment of shares as per the Scheme of Demerger between Aurionpro Solutions Limited and the Company which was approved by the Hon'ble National Company Law Tribunal. The listing of shares of the Company has provided an opportunity to various market players including Non-Resident Individuals ("NRI"), Overseas Citizens of India ("OCI"), Foreign Institutional Investors, etc. ("Non Residents").

Foreign Exchange Management Act, 1999 and the Regulations framed thereunder prescribes various conditions subject to which Non Residents can make investment in India.

In terms of the Regulation 5 (2) of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017) the total holding by each Foreign Portfolio Investor (FPI) or an investor group as referred in SEBI (FPI) Regulations, 2014, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 percent of paid-up equity capital on a fully diluted basis or paid up value of each series of debentures or preference shares or share warrants. Provided the aggregate limit of 24 percent may be increased up to the sectoral cap/ statutory ceiling, as applicable, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively. The Company being into IT services, falls in the category where FDI is allowed under automatic route i.e. upto 100%.

In terms of the Regulation 5 (3) of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 the total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed ten percent of the total paid-up equity capital on a fully diluted basis or shall not exceed ten percent of the paid-up value of each series of debentures or preference shares or share warrants. However, the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the Company.

Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the General Body of the Indian company.

The Company being a listed company desires to provide a larger scope to its investors to sale/purchase of its securities thereby increasing the marketability of its securities. Therefore, it is proposed to increase the ceiling upto 100% for FPIs and 24% for NRIs and OCIs. Therefore, the resolutions are proposed as special resolution for Members consideration

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Paresh Zaveri being the NRI and his relatives are, in any way, concerned or interested in the said resolution.

The resolutions as set out in above items of this Notice is accordingly commended for your approval.

**By Order of the Board
For Trejhara Solutions Limited**

**sd/-
Nilesh Kharche
Company Secretary**

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Date : 04th February, 2020

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