



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, Thane, Navi Mumbai, Maharashtra, India, 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 and MCA Circulars.]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, February 06, 2024, at 9:00 a.m. (IST)	Friday, March 06, 2024, at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Trejhara Solutions Limited ("the Company") by means of Postal Ballot, only through remote e-voting process ("E-Voting"), pursuant to Section 108, 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the latest being 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and such other circulars issued by Securities Exchange Board of India ("SEBI") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modification or re-enactment thereof for the time being in force).

The Explanatory Statement pursuant to Section 102(1) Companies Act, 2013 and other applicable provisions of the Said Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

In accordance with the MCA Circulars referred above, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, February 02, 2024 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Board of Directors has appointed, Mr. Harshvardhan Tarkas (Membership No. ACS 30701) Practicing Company Secretary and failing him, Mr. Mehul Raval, (Membership No. ACS 18300) Practicing Company Secretary, as the Scrutinizer for scrutinizing the postal ballot voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the postal ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote E-Voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes annexed to this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Wednesday, March 06, 2024 (the last day to cast vote electronically) to be eligible for being considered.

In compliance with the provisions of Section 108 of the Act read with the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time the Company is providing remote e-voting facility to its Members for voting on the resolution contained in this Postal Ballot Notice. The Company has made an arrangement with National Securities Depository Ltd ("NSDL") for facilitating e-voting for the Members to enable them to cast their votes electronically. The communication of assent / dissent of the members can only be given through the remote e-voting system.

The Company is also extending the facility to register the email addresses of the members (please refer to the Notes to the Notice) who have not yet registered the same with the Company/ Depository Participants/the Registrar & Transfer Agents (RTA), in order to enable the members to cast their votes through remote e-voting facility.

The Notice of the Postal Ballot has been uploaded on the Company's website www.trejhara.com under 'Investors Section'. Please read the instructions provided in the Notes to the Notice and record your assent or dissent by means of remote e-voting facility provided by the Company. Upon completion of the scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or the Company Secretary.

The result of the e-voting conducted through postal ballot will be announced by the Chairman or the Company Secretary of the Company on or before Friday, March 08, 2024 on the website of BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed.

The members are requested to consider and if thought fit, pass the following resolution as Special Resolution.

SPECIAL BUSINESS:

ITEM NO.01

To approve the divestment of Aurionpro Solutions W.L.L, material subsidiary of the Company.

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 24, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Foreign Exchange and Management Act, 1999, and the rules and regulations issued thereunder ("FEMA"), any other rules /regulations / guidelines, if any, prescribed by the Ministry of Corporate Affairs, Securities and Exchange Board of India ("SEBI"), Reserve Bank of India, Stock Exchanges where the securities of the Company are listed, and / or any other statutory / regulatory authority and the Memorandum and Articles of Association of the Company, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board or committee constituted / to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred

on the Board by this Resolution) for sale/transfer/disposal of entire stake in its wholly owned subsidiary Aurionpro Solutions W.L.L, Bahrain (hereinafter referred to as "Subsidiary") to Indofin International LLC (hereinafter referred to as "Purchaser"), for an aggregate consideration not exceeding USD 6.5 Million (hereinafter referred to as "Proposed Consideration")

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors of the Company or a duly authorized Committee thereof, be and is hereby authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the sale/transfer/disposal of shares of Subsidiary and to do all such acts, deeds, matters and things and to sign and execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

ITEM NO.02

To approve appointment of Ms. Chetana Dasare (DIN:09788754) as Non-Executive Independent Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Chetana Dasare (DIN : 09788754), who was appointed as an Additional Director (Non-Executive & Independent) of the Company with effect from December 12, 2023, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years with effect from December 12, 2023 to December 11, 2028 (both days inclusive)."

"RESOLVED FURTHER THAT any of the Directors and Company Secretary of the company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

ITEM NO.03

To approve re-appointment of Mr. Amit Sheth as a Whole-Time Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, subject to the approval of Central Government, if any and such other consents and permissions as may be necessary, and as per the recommendation received from the Nomination and Remuneration Committee of the Board, Mr. Amit Sheth, (DIN: 00122623), be and is hereby re-appointed as a Whole-Time Director of the Company on the following terms:

A. Tenure:

The appointment will be for a period of three (3) years commencing from December 20, 2023, with a 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 will continue to draw same remuneration from the Company as decided in the board meeting held on May 26, 2022 subsequently approved by the members of the Company in the Annual General Meeting held on September 26, 2022, along with the perquisite, allowances, re-imburements and such other benefits to be determined by the Board of Directors, as per the provisions of Section 197 and Schedule V of the Companies Act 2013.

Remuneration Component	Amount
Gross salary	Mr. Amit Sheth will draw remuneration (including perquisite, allowances, re-imburements and such other benefits to be determined by the Board of Directors) as mutually agreed with Board of Directors not exceeding Rs. 1.25 Crore. P.A. 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 April of the relevant year.
Reimbursements	Reimbursement of expenses on any official trip as per rules of the Company.
PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
Gratuity	Gratuity as per prevailing Rule.

"RESOLVED FURTHER THAT any of the Directors and Company Secretary of the company be and are hereby severally authorized by the Board to sign such forms and documents (electronic or otherwise) for filing with the Registrar of Companies".

Date: December 20, 2023

Place: Navi Mumbai

Registered Office: Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale, Thane, Navi Mumbai, Maharashtra, India, 400701

CIN : L72900MH2017PLC292340

Tel : +91 22 4040 8080

Fax : +91 22 4040 8081

Email : investor@trejhara.com

Website : www.trejhara.com

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

Sd/-

**Shardul Inamdar
Company Secretary**

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. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, February 02, 2024 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, February 02, 2024 ("Cut of Date"). A member cannot exercise his/ her vote by proxy on Postal Ballot.
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 be served on the members through electronic means only. 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").
4. The Postal Ballot Notice has been uploaded on the website of the Company, www.trejhara.com website of Stock Exchanges www.bseindia.com and www.nseindia.com and on website of NSDL, i.e. www.evoting.nsdl.com.
5. The remote e-voting shall commence on Tuesday, February 06, 2024 at 9.00 am and shall end on Wednesday, March 06, 2024 at 5.00 pm. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. Members, whose names appear in the Register of Members / list of Beneficial Owners received on the cut-off date i.e. Friday, February 02, 2024 (as on close of working hours) will be considered for the purpose of e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.
7. It is however, clarifies that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above mentioned Resolution in accordance with the process specified in this Notice.
8. 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 Listing Regulations the Company is offering e-voting facility to all its Members to exercise their right to vote. For this purpose, the Company has entered into an arrangement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice. A Member shall only avail this facility as per the instructions provided herein.
9. Mr. Harshvardhan Tarkas, (Membership No. ACS 30701) Practicing Company Secretary and failing him Mr. Mehul Raval (Membership No. 18300) Practicing Company Secretary, has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.

10. Upon completion of the scrutiny of 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 Friday, March 08, 2024. The said result along with scrutinizer's report(s) will be displayed on the Company's website viz., www.trejhara.com. The results shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited.
11. The decision of the Scrutinizer on the validity of e-voting and any other related matter shall be final.
12. The said Resolutions, if passed by the requisite majority shall be deemed to have been passed on the last date specified for remote e-voting i.e. March 06, 2024.
13. Members holding shares in demat mode, who have not registered their email addresses or wish to change/update communication details (Address, Bank details, Phone No. etc) are requested to contact their depository participants.

Members who are holding equity shares in physical form and who have not registered their email addresses or wish to change/ update communication details (Address, Bank details, Phone No. etc) are advised to submit below documents to the RTA of the Company M/s. Bigshare Services Pvt Ltd.

Sr. No	Type of Change	Documents Required
1	Change/Registered Email Address/Phone No.	Request letter along with self-attested copy of Permanent Account Number (PAN),Aadhar card
2	Updating Address	Request letter along with old address proof and new address proof (Aadhar card/Electricity Bill etc.)
3	Updating Bank Details	Request letter along with canceled cheque (bearing Name of Holder) and self-attested copy of PAN card,Aadhar Card

Above mentioned documents can share be shared at investor@bigshareonline.com or dispatch at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri(E), Mumbai-400059. Tel no. 022-62638200.

1. Contact details of the persons responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

<p>Company Company Secretary and Compliance Officer Trejhara Solutions Limited Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale, Thane, Navi Mumbai, Maharashtra, India, 400701 Tel: +91-22-4040-8080 Email: investor@trejhara.com Website: www.trejhara.com</p>	<p>Registrar and Share Transfer Agent Bigshare Services Pvt. Ltd</p> <p>Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093</p> <p>Tel: 022 6263 8200 Email: prasadm@bigshareonline.com Website: https://www.bigshareonline.com/</p>
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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 04th February 2024 at 09:00 A.M. and ends on 06th February, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 31st January 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 31st January, 2024.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website

	<p>of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

<p>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</p>	<p>Your User ID is:</p>
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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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting

system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. 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.

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

ITEM NO.1: DIVESTMENT OF AURIONPRO SOLUTIONS W.L.L, MATERIAL SUBSIDIARY OF THE COMPANY.

As part of its business reorientation strategy, the board of directors at its meeting held on November 09, 2023 has approved a plan to exit/divest from the non-core business activities and focus on the logistics business. As a part of this strategy, it is proposed to sell/divest the Aurionpro Solutions W.L.L., a material subsidiary of the Company to Indofin International LLC at a sale consideration not exceeding USD 6.5 million.

In terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), a listed company shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the material subsidiary without passing a special resolution. Further, in terms of Regulation 24(6) of the Listing Regulations, selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of the members by way of a special resolution.

In view of the aforesaid regulatory requirements, approval of the Members is sought. The Board recommends the resolution as set out in Item No. 1 of the Notice for the approval of the members as a Special Resolution.

None of the Directors, Promoters and Key Managerial Personnel of the Company or their relatives, financially or otherwise, are in any way concerned or interested in this resolution.

ITEM NO.2- APPOINTMENT OF MS. CHETANA DASARE AS NON-EXECUTIVE INDEPENDENT DIRECTOR

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Chetana Dasare (DIN: 09788754), as an Additional Director (Independent Director) of the Company, with effect from December 12, 2023 under Section 149, 150 and 152 of the Companies Act, 2013.

In terms of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Ms. Chetana Dasare is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has also received a declaration of independence from Ms. Chetana Dasare.

In the opinion of the Board, Ms. Chetana Dasare fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Ms. Chetana Dasare is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and had given her consent to act as a Director.

Profile of Ms. Chetana Dasare is as under:

Ms. Chetana Dasare, holds Bachelor degree in Science and also pursued post-graduation (PGDBM) in Marketing. She has a career spanning over two decades with rich experience in the field of Marketing and Sales. Ms. Chetana Dasare also served as a Manager at leading domestic and multinational

Companies. Currently she works as a Consultant in the field of automobile industry. Her rich experience in Marketing will help the company to achieve its growth rapidly.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Chetana Dasare as an Independent Director.

Ms. Chetana Dasare is not inter-se related with any other Director or Key Managerial Personnel of the Company. Ms. Chetana Dasare does not hold any share in the Company.

Except, Ms. Chetana Dasare, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Ms. Chetana Dasare as an Non- Executive Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

Disclosure on appointment / re-appointment of Director pursuant to Clause 1.2.5 of Secretarial Standards-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No	Particulars	Information
1	Age of Director	50 Years
2	Qualification	Ms. Chetana has a Bachelor degree in Science as well as an MBA in Marketing.
3	Experience	20 Years +
4	Terms and conditions of appointment or reappointment	Appointed as an Independent Director of the Company for a term of five consecutive years i.e. from December 12, 2023 to December 11, 2028, and shall not be liable to retire by rotation
5	Remuneration sought to be paid	The Company shall pay the sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits
7	Date of first appointment on the Board	December 12, 2023
8	No. of share held	Nil
9	Relationship with Directors, Managers & KMP	None
9	Number of listed entities from which the person has resigned in the past three years	None

10	Shareholding of non-executive directors in the listed entity, including shareholders as a beneficial owner.	None
11	Number of Board Meetings attended	Nil
10	Other Directorships (The Directorship held by the Directors as mentioned, do not include alternate directorships, directorships of foreign companies.)	Shree Salasar Investment Ltd.
11	Chairman/ Member of the Committees of Boards of other companies (only listed company has been considered)	Nil

ITEM NO. 3 - RE-APPOINTMENT OF MR. AMIT SHETH AS A WHOLE-TIME DIRECTOR OF THE COMPANY.

Mr. Amit Sheth was appointed as a Whole-Time Director of the Company for a period of five years effective December 20, 2018. Accordingly, his tenure was due to expired on December 19, 2023. The nomination and remuneration committee (NRC) and the Board of Directors after review, recommended to re-appoint Mr. Amit Sheth as a Whole-Time Director for a further period of three years effective December 20, 2023. It was noted that under his leadership, last five years have been transformative and the Company has embarked on a high growth phase. Therefore, NRC and the Board recommended his re-appointment so that he can implement growth plans and lead the Company to new heights.

Profile of Mr. Amit Sheth is as under:

Mr. Amit Sheth brings over about 26+ years of enriched experience in corporate finance, equities and technology, and domain expertise in IT enabled services. Mr. Amit Sheth has held key positions with Twentieth Century Finance and Lloyds Securities. An acclaimed thought leader, Mr. Amit Sheth is a regular contributor to regional banking conferences, panel discussions, and trade publications. Mr. Amit Sheth holds a graduation in engineering and a postgraduate degree in finance.

Except Mr. Amit Sheth, none of the Directors or Key Managerial Personnel or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommend the Resolution as set out at Item No. 3 of the accompanying Notice for approval of the Members as a Special Resolution.

Disclosure on appointment / re-appointment of Director pursuant to Clause 1.2.5 of Secretarial Standards-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No	Particulars	Information
1	Age of Director	56 Years
2	Qualification	Mr. Sheth has a degree in engineering as well as an MBA in finance.
3	Experience	26 Years +
4	Terms and conditions of appointment or reappointment	As set out in the resolution no. 3 of the Notice
5	Last drawn remuneration	Rs. 1,22,91,464/-
6	Date of first appointment on the Board	March 10, 2017
7	No. of share held	6,42,652 shares
8	Relationship with Directors, Managers & KMP	Not Related
9	Number of listed entities from which the person has resigned in the past three years	None
10	Shareholding of non-executive directors in the listed entity, including shareholders as a beneficial owner.	None
11	Number of Board Meetings attended	04
12	Other Directorships (The Directorship held by the Directors as mentioned, do not include alternate directorships, directorships of foreign companies.)	Aurionpro Solutions Limited. Auroscient Outsourcing Limited Aurofidel Outsourcing Limited Aurionpro Transit Solutions Private Limited Intellvisions Solutions Private Limited GROEI Consultancy LLP Aurionpro Toshi Automatic Systems Private Limited Aurionpro Foundation Smiling Stars Foundation Kubiz Capital Private Limited Marcos Quay Sporting Excellence Private Limited

13	Chairman/ Member of the Committees of Boards of other companies (only listed company has been considered)	Aurionpro Solutions Limited Audit Committee: Member Stakeholders Relationship Committee: Member Corporate Social Responsibility committee: Member
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Date: December 20, 2023

Place: Navi Mumbai

Registered Office: Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale, Thane, Navi Mumbai, Maharashtra, India, 400701

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Email : investor@trejhara.com

Website : www.trejhara.com

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

Sd/-

**Shardul Inamdar
Company Secretary**