

**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
Thursday, October 09, 2025, at 9:00 a.m. (IST)	Friday, November 07, 2025, 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, 09/2023 dated 25th September, 2023 and subsequent circulars issued in this regard by the Ministry of Corporate Affairs (“MCA”), the latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively referred to as “MCA Circulars”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI 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) of the Act 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, October 03, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. 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 Friday, November 07, 2025 (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 SEBI 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 Tuesday, November 11, 2025 on the website of the Company, BSE Limited and National Stock Exchange of India Limited, where the Company’s equity shares are listed and on the website of NSDL.

ITEM NO.1

To approve the re-appointment of Mr. Tushar Ranpara (DIN: 01494542) as an Independent Director for second consecutive term of five years.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Tushar Kantilal Ranpara (DIN: 01494542), an Independent Director of the Company who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and pursuant to Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of five years commencing from October 09, 2025 to October 08, 2030, not liable to retire by rotation;

RESOLVED FURTHER THAT Mr. Amit Sheth, Whole-Time Director, Mr. Paresh Zaveri, Director and Mr. Shardul Inamdar, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and intimations to the stock exchanges.”

ITEM NO.2

To approve Related Party Transaction/(s)

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s) and permission(s) as may be required from time to time, and basis on the approval of the Audit Committee and recommendation of Board of Directors of the Company (hereinafter referred to as the “Board”,

which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution(s)), the approval of Members be and is hereby accorded to the Board of the Company to enter/continue to enter into Related Party Transaction(s) /Contract(s) / Arrangement(s)/Agreement(s)/ transactions or modification(s) of earlier/ arrangements/transactions or otherwise (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) as more particularly set out in the Explanatory Statement annexed hereto, between the Company and Aurionpro Solutions Limited (“Aurionpro”), a Related Party of the Company, on such terms and conditions as may be mutually agreed, provided that such transaction(s)/contract(s)/arrangement(s)/agreement(s) are carried out in the ordinary course of business and at arm’s length basis, as detailed below:

Name of the Related Party	Amount (₹ in crores)	Tenure
Aurionpro Solutions Limited	60	November 07, 2025 till October 31, 2026 or till the date of next Annual General Meeting, whichever is earlier

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to Mr. Amit Sheth, Whole-Time Director, Mr. Vimal Garachh, Chief Financial Officer, Shardul Inamdar, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects.”

**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**

By Order of the Board

**CIN : L72900MH2017PLC292340
Date: August 12, 2025**

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, October 03, 2025 (“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, October 03, 2025 (“Cut-Off 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 and 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 i.e. www.bseindia.com and www.nseindia.com and on website of NSDL, at. www.evoting.nsdl.com.
5. The remote e-voting shall commence on Thursday, October 09, 2025 at 9.00 am (IST) and shall end on Friday, November 07, 2025 at 5.00 pm (IST). 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, October 03, 2025 (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, clarified 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 SEBI 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. ACS 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 Tuesday, November 11, 2025. The said result along with scrutinizer’s report(s) will be displayed on the Company’s website viz., www.trejhara.com and on the website of NSDL www.evoting.nsdl.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. Friday, November 07, 2025.
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), and 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.

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:

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	Registrar and Share Transfer Agent: Bigshare Services Pvt. Ltd Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093 Tel: 022 6263 8200 Email: prasadm@bigshareonline.com Website: https://www.bigshareonline.com/
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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 Thursday, October 09, 2025 at 09:00 A.M. and ends on Friday, November 07, 2025 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. Friday, October 03, 2025 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 October 03, 2025.

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 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.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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. 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 of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 and New System Myeasi Tab and then user your existing my easi username and password.</p> <p>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. 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>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 and 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>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.</p>

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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

B) Login Method 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?

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.

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, 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.

Your User ID details are given below :

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 101456 then user ID is 101456001***

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

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.com 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.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

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 cshtarkas@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 or send a request to Prajakta Pawle at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to to RTA of the Company M/s. Bigshare Services Pvt. Ltd. at investor@bigshareonline.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Bigshare Services Pvt. Ltd at investor@bigshareonline.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 & SECTION 110 OF COMPANIES ACT, 2013:

ITEM NO.1:

Mr. Tushar Ranpara (DIN: 01494542) presently serving as an Independent Director of the Company and member of the Audit Committee. He was appointed as an Independent Director by the Members of the Company at the 04th Annual General Meeting, for a term of 5 (five) consecutive years, which is set to conclude on October 08, 2025 and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 12, 2025, approved the re-appointment of Mr. Ranpara as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from October 09, 2025 upto October 08, 2030 (both days inclusive), not liable to retire by rotation, and has recommended the same for the approval of the Members by way of a Special Resolution.

Mr. Ranpara, is an Entrepreneur and Founder of EPT Group with almost two decades of experience and expertise in International trade and Supply chain functions. He curated vision to make EPT a truly global logistics company and is relentlessly steering company to newer ventures to strengthen global presence. Mr. Tushar Ranpara is a science graduate.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that, Mr. Ranpara qualifications and the rich experience of over two decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Ranpara continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has received a declaration from Mr. Ranpara confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Ranpara has confirmed that, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Ranpara has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Ranpara has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Ranpara has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Ranpara fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director of the Company and he is independent of the Management.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standard on general Meetings issued by the institute of company secretaries of India:

Sr. No	Particulars	Information
1	Date of birth	August 13, 1975
2	Age of Director	50 years
3	Qualification	Bachelor in Science
4	Experience	25+ years
5	Terms and conditions of appointment or reappointment	As set out in the resolution no. 1 of the Notice
6	Last drawn remuneration	Nil
7	Date of first appointment on the Board	October 09, 2020
8	No. of share held as on March 31, 2025	Nil
9	Relationship with Directors, Managers and KMP	None
10	Number of Board Meeting attended during FY 2024-25.	4
11	Other Directorship (The Directorship held by the Directors as mentioned, do not include alternate directorships, directorships of foreign companies.)	EPT EXIM Services Private Limited EPT Global Logistics Private Limited RC Island City Foundation
12	Chairman/ Member of the Committees of Boards of other companies (only listed company has been considered)	Nil
13	Names of the listed entities from which the person has resigned in the past three years	Nil

Except Mr. Ranpara and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution at Item No. 1 of the accompanying Notice, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO.2

Pursuant to Regulation 23 of the SEBI Listing Regulations, the threshold limit for determination of material related party transactions is the lower of Rs. 1,000 crore (Rupees One Thousand Crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution.

Aurionpro Solutions Limited (“Aurionpro”) falls under the definition of “Related Party” within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations.

In furtherance of business activities, the Company have entered into/ will enter into transactions/Contract (s)/Arrangement(s)/Transaction(s) with Aurionpro Solutions Limited (“Aurionpro”), including but not limited to the transaction(s) Contract (s)/ Arrangement(s)/ with Aurionpro in terms of Regulation 2(1)(zc)(i) of SEBI Listing Regulations.

Since the estimated aggregate value of the proposed transaction is expected to be approximately Rs.60 Crores (Rupees Sixty Crores only) for the period commencing from November 7, 2025 and ending on October 31, 2026

or up to the date of the next Annual General Meeting of the Company, whichever is earlier, and such value exceeds 10% of the annual consolidated turnover of the Company as per the latest audited financial statements, the transaction shall be regarded as a material related party transaction in terms of Regulation 23 of the SEBI Listing Regulation.

Accordingly, the approval of the shareholders, by way of an Ordinary Resolution, is being sought for the said transactions.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. The related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approvals.

Accordingly, based on the review and approval of the Audit Committee, the Board of Directors recommends the ordinary resolution contained in item no. 2 of the accompanying Notice to the shareholders for approval.

Details of the proposed RPTs between the Company and Aurionpro, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/ HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sr. No.	Particulars	Remarks
A.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
1.	Name of the Related Party	Aurionpro Solutions Limited
2.	Nature of Relationship [including nature of its interest (financial or otherwise)]	Both entities are forming part of the same promoter or promoter group.
3.	Particulars of the proposed transaction	<ul style="list-style-type: none"> • Sale or purchase of goods, supplies, or services • Granting or availing of loans/borrowings • Reimbursement/ payment of any other expenses • Transfer of resources, services, or obligations to meet business objectives/requirements
4.	Any advance paid or received	None
5.	Tenure of Proposed Transaction	November 07, 2025- October 31, 2026 or date of Annual General Meeting whichever is earlier
6.	Nature, material terms, monetary value, and particulars of the Contract(s)/ arrangement(s)/ transaction(s)/ Tenure of the transaction	The proposed transaction covers transition support services, resource support, manpower deployment, and related operational assistance in connection with business operations.
7.	Value of the proposed transaction(s)	₹ 60 Crores (Rupees Sixty Crores)
8.	Percentage of Trejhara annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	211.49% of the consolidated turnover of the Company (₹28.37 Cr)
9.	Percentage of the counter-party's (i.e. Aurionpro Solutions Limited) annual consolidated turnover, if any that is represented by the value of the proposed RPT on a voluntary basis	5.11% of the consolidated turnover of the Aurionpro.
10.	Benefits of the proposed transaction	The proposed transaction involves providing transition support services, resource support, manpower, and related assistance covering all necessary and incidental activities in connection with business operations and restructuring initiatives. After evaluating market options, the Company considers Aurionpro the most

		suitable partner given its proven expertise, capabilities, and track record. Engaging Aurionpro is expected to ensure reliability, optimize resources, create mutual synergies, and support the growth of both entities, thereby contributing to overall value creation within the promoter group.
11.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act and other applicable provisions, are reviewed for arm's length testing internally.
12.	Justification for the transaction as to why the RPT is in the interest of the listed entity	<ol style="list-style-type: none"> 1. Ensuring continuity of business operations, seamless flow of information, and uninterrupted availability of essential and support services within the same promoter group. 2. Facilitating better and more efficient utilization of the resources, enable smooth transition and coordination through appropriate transition support services and contribute to maintaining operational stability and enhancing overall productivity.
B.	Details of transaction relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary:	
i.	Details of Source of funds	Internal Accrual and liquidity of the Company and Aurionpro
ii.	<p>where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure of the indebtedness 	Not Applicable
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	<p>Loans:</p> <p>Tenure: Repayable on demand</p> <p>Interest Rate: charged in compliance with applicable statutory provisions</p> <p>Nature: Unsecured</p>
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary	General Corporate Purposes including advances pertaining to business transactions and trade finance etc.
v.	A copy of the valuation or other external party report, if any such report has been relied upon	NA
vi.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Members may note that pursuant to the provisions of the SEBI Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transaction or not) shall not vote to approve this Resolution. The Board of Directors recommends Ordinary Resolution set out at Item No. 2 for approval by the shareholders of the Company.

Mr. Amit Sheth and Mr. Paresh Zaveri are promoters and directors in both the Companies and therefore along with the persons acting in concert with them are interested in this resolution.



None of the Director, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Date: August 12, 2025

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**