

## NOTICE FOR EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that, the Extra-Ordinary General Meeting (“EGM”) of the Members of Trejhara Solutions Limited (“Trejhara”) will be held on Wednesday, December 03, 2025 at 11.00 a.m. (IST) through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’), as per the detailed instructions stated hereinafter, to transact the following businesses:

### **SPECIAL BUSINESS:**

#### **1. TO INCREASE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the INR 25,00,00,000/- (Rupees Twenty-Five Crore only) consisting of 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of INR 10/- (Rupees Ten) each to INR 35,00,00,000/- (Rupees Thirty-Five Crore only) consisting of 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of INR. 10/- (Rupees Ten) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V;

*“V. The Authorised Share Capital of the Company is INR. 35,00,00,000/- (Rupees Thirty-Fifty Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of INR.10/- (Rupees Ten) Each.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### **2. TO APPROVE THE ISSUANCE OF EQUITY SHARES TO THE PROPOSED ALLOTTEE ON PREFERENTIAL BASIS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), each as amended from time to time, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the Equity

Shares of the Company having Face Value of INR 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to issue, offer and allot 6,11,112 (Six Lakh Eleven Thousand One Hundred and Twelve Only) fully paid-up equity shares of the Company having face value of INR 10/- (Rupees Ten Only) each, at a price of INR 216/- (Rupees Two Hundred and Sixteen only) per equity share (including a premium of INR 206/- (Rupees Two Hundred and Six Only) per share for cash consideration of INR 13,20,00,192 (Rupees Thirteen Crore Twenty Lakh One Hundred and Ninety-Two) on preferential basis in accordance with the SEBI ICDR Regulations (“Preferential Allotment”) and as per the terms highlighted in the explanatory statement to this Notice and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, to identified persons, as specified below (hereinafter referred to as “Proposed Allottees”), by way of a preferential issue in accordance with the terms as set out herein, and in the explanatory statement to this Notice calling Extra-Ordinary General Meeting (“EGM”);

Sr. No.	Name of the Allottee	Category	No. of Equity Shares
1.	Mr. Prakash Shah	Non-Promoter	4,09,723
2.	Ms. Suparna Duttgupta	Non-Promoter	2,01,389

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Monday, November 03, 2025 (“Relevant Date”), the date 30 days prior to the date of this Extra-Ordinary General Meeting;

**RESOLVED FURTHER THAT** without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said SEBI ICDR Regulations.
- The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Investors up to the extent of their applications received. Further, if the Investor is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the allotment will be subject to such statutory or regulatory restrictions.

- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f) The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
- g) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.
- h) The Equity Shares so offered, issued and allotted will be listed and traded on BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and shall not be utilized for the purpose other than for adjustment against allotment of securities or for the repayment of monies where the Company is unable to allot securities;

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the name and details of the Investors in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Investors inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act;

**RESOLVED FURTHER THAT** subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to make an offer to the Investors through private placement offer cum application letter without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** a SEBI registered external credit rating agency M/s. CRISIL Ratings Limited be and is hereby appointed as Monitoring Agency to monitor the use of proceeds of this Preferential Issue in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such

actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

### 3. TO APPROVE THE ISSUANCE OF WARRANTS TO THE PROPOSED ALLOTTEE ON PREFERENTIAL BASIS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and NSE where the shares of the Company are listed (“Stock Exchanges”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 79,97,000 ( Seventy-Nine Lakh Ninety-Seven Thousand only) Warrants each convertible into, or exchangeable for, 1 (One) fully paid up equity share of face value of INR 10/- (Rupees Ten Only) each (“Warrants”), at a price of INR 216/- (Rupees Two Hundred and Sixteen Only) each, payable in cash (“Warrants Issue Price”) which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating up to INR 1,72,73,52,000 /- (Rupees One Hundred and Seventy-Two Crores Seventy-Three Lakh Fifty-Two Thousand only) to the below mentioned proposed allottee (s) (“Warrant Holders”) by way of preferential issue in such manner and on such terms and conditions are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with Chapter V of SEBI ICDR Regulations and other applicable laws.:

Sr. No.	Name of the Allottee	Category	No. of Warrants
1.	Mr. Paresh Zaveri	Promoter	25,00,000
2.	Ms. Niharika Zaveri	Promoter Group	1,00,000
3.	Mr. Ajay Sarupria	Non-Promoter	28,00,000
4.	Barclays Wealth Trustees India	Non-Promoter	10,00,000

	Private Limited (Lotus Family Trust)		
5.	Ms. Bhakti Zaveri	Non-Promoter	5,00,000
6.	Ms. Parul Vipul Parmar	Non-Promoter	5,00,000
7.	Bay Business Consultancy LLP	Non-Promoter	3,00,000
8.	Mr. Ajay Kumar Choudhary	Non-Promoter	50,000
9.	Birch Tree Ventures Private Limited	Non-Promoter	75,000
10.	Whass Esolutions Private Limited	Non-Promoter	25,000
11.	Mr. Aditya Shukla	Non-Promoter	25,000
12.	Ms. Dhara Bavali	Non-Promoter	50,000
13.	Ms. Mamta Hingarh	Non-Promoter	50,000
14.	Ms. Genelia Ritesh Deshmukh	Non-Promoter	12,000
15.	Mr. Neil Dsouza	Non-Promoter	10,000

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of Warrants is Monday, November 03, 2025 (“Relevant Date”), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) Minimum amount of INR 54/- (Rupees Fifty-Four Only) per warrant, which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of allotment of Warrant. The Warrant Holder will be required to make further payment of INR. 162/- (Rupees one Hundred and Sixty-Two Only) per warrant which equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) subscribe to equity share(s).
- c) The right attached to Warrants may be exercised by the Warrant Holder, in one or more tranches, before the expiry of eighteen (18) months from the date of allotment of Warrants by issuing a written notice (“Conversion Notice”) to the Company specifying the number of Warrants proposed to be converted and the date designated at the specified conversion date (“Conversion Date”). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company. .
- d) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- e) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

- g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- h) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- i) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- j) The Resulting Equity Shares will be listed and traded on the stock exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Convertible Warrants shall not be listed.
- k) The Equity Shares to be allotted on exercise of the Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- l) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the Convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.
- m) The Convertible Warrants and the Equity Shares to be issued and allotted pursuant to conversion of Warrants shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- n) The Warrants itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. In terms of Regulation 166 of the SEBI (ICDR) Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

**RESOLVED FURTHER THAT** in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required;

**RESOLVED FURTHER THAT** since the proceeds from the Preferential Issue are more than ₹100 Crores, a SEBI registered external credit rating agency M/s. CRISIL Ratings Limited be and is hereby appointed as Monitoring Agency to monitor the use of proceeds of this Preferential Issue in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any

modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**

**Shardul Inamdar**  
**Company Secretary**

Place: Navi Mumbai  
Date: November 05, 2025

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

## NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular No. 03/2025 on September 22, 2025 and other circulars issued in this respect (“MCA Circulars”) allowed, interalia, conduct of EGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility until further order in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the EGM of the Company is being held through VC/OAVM.
2. As per the guidelines issued by MCA vide Circulars mentioned above, Notice of EGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Share Transfer Agents (RTA)/ Depositories for communication purposes unless any member has requested for a hard copy of the same
3. Since the EGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs as aforesaid, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. In line with the MCA Circulars, the Notice calling the EGM is being sent only through electronic mode to those Members whose email address are registered with the Company/ Depositories as on Friday, November 07, 2025. The members may not that the Notice has been uploaded on the website of the Company at [www.trejhara.com](http://www.trejhara.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 03/2025 on September 22, 2025 and SEBI General Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024.

9. The Board of Directors at its meeting held on 05<sup>th</sup> November,2025 has appointed CS Harshvardhan Tarkas (Membership No: 30701), Practicing Company Secretary, on failing him CS Mehul Raval (Membership No.: 18300) to act as Scrutinizer for conducting the voting and E-voting process in a fair and transparent manner.
10. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
11. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company [www.trejhara.com](http://www.trejhara.com) and on the website of RTA the results shall simultaneously be communicated to the Stock Exchanges.
12. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date i.e. Friday, November 21, 2025. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, November 21, 2025, may obtain the login ID and password by sending a request at Issuer/ RTA.
13. Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained the depositories as on the cut-off date only shall be entitled to attended the EGM.
14. The member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
15. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
16. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
17. In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.
18. The Company has designated an exclusive email address [investor@trejhara.com](mailto:investor@trejhara.com) which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.

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) 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 cancel cheque (bearing Name of Holder) and self-attested copy of PAN card

Above mentioned documents can share at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or dispatch at Office No S6-2, 6<sup>th</sup> floor

Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. Tel: 022-62638200 Fax: 022-62638299.

19. Pursuant to the provisions of the Act, read with Companies (Significant Beneficial Owners) amendments Rules, 2019 ('the Rules') notified by the Ministry of Corporate Affairs on 8<sup>th</sup> February 2019, an individual, who acting alone or together, or through one or more persons or trusts, Body Corporates, HUF, Partnership firms, Investment vehicle, becomes a significant beneficial owner or where his/her significant beneficial ownership undergoes any change in Company, shall file declaration in prescribed forms with the Company. The significant beneficial ownership for this purpose shall mean individually or together holding of 10% or more of the shares or voting rights in the Company.

Therefore, if applicable, the Members are requested to file necessary declaration in BEN -1 with the Company.

Format of BEN-1 is available at the website of the Company at [www.trejhara.com](http://www.trejhara.com).

The aforesaid Rules and the relevant provisions of the Act are available at <https://www.mca.gov.in/content/mca/global/en/acts-rules/ebooks.html>

For any clarification the Members may contact the Company by writing an Email on [investor@trejhara.com](mailto:investor@trejhara.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Sunday, November 30, 2025 at 09:00 A.M. and ends on Tuesday, December 02, 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, November 21, 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 Friday, November 21, 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 09<sup>th</sup> December, 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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

	<p>under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="764 1446 1062 1661" data-label="Image">  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p>

	<p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
  - 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, 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:
  - 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](http://www.evoting.nsdl.com).

- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

**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 General 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.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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](mailto:cshtarkas@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**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:**

Shareholder/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing below mentioned documents;

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).
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). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@trejhara.com. The same will be replied by the company suitably.

**By Order of the Board of Directors**

**Sd/-**  
**Shardul Inamdar**  
**Company Secretary**

Place: Navi Mumbai  
Date: November 05, 2025

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

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

**ITEM NO. 1**

The existing capital structure of the Company currently reflects an Authorised Share Capital of INR 25,00,00,000/- (Rupees Twenty-Five Crores only), divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten) each. This was the result of an earlier augmentation from the initial capital of INR 15,50,00,000/- sanctioned pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench, vide Order dated October 14, 2025.

In order to create the requisite headroom for future capital-raising initiatives, including the proposed issuance of equity shares and warrants, and to ensure that the Company is adequately positioned to meet its strategic capital requirements, the Board thinks it necessary to further increase the Authorised Share Capital.

Accordingly, it is proposed to augment the Authorised Share Capital of the Company to INR 35,00,00,000/- (Rupees Thirty-Five Crores only), which shall be composed of 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten) each. These newly authorised equity shares shall rank pari-passu in all respects with the existing equity shares of the Company.

The approval of this Resolution will necessitate a consequential amendment to the existing Clause V (Capital Clause) of the Memorandum of Association of the Company. The proposed increase in Authorised Share Capital and the corresponding alteration to the Memorandum of Association requires the sanction of the Members by way of an Ordinary Resolution, in strict compliance with the mandate of Sections 13 and 61 of the Companies Act, 2013, the Articles of Association, and all other applicable statutory and regulatory provisions.

None of the Directors, Key Managerial Personnel, or their respective relatives are in any manner concerned or interested, financially or otherwise, in the passing of this Resolution. The Board of Directors unanimously recommends the Resolution, as set out in Item No. 1 of the Notice, for the approval of the Members.

**Item No. 2 and Item No. 3**

The Board of Directors of the Company at its meeting held on 05<sup>th</sup> November, 2025 has approved raising of funds by way of preferential allotment, comprising of fresh issue of equity shares and warrants to the proposed allottees as stated in the resolution which includes promoter, promoter group, HNI's and body corporates. The proposed issue size will be INR 185.93 Crores which includes INR 13.20 crores to be received out of issuance of equity shares & INR 172.73 Crores out of warrants which may be converted into equity shares within a period of 18 months from the date of allotment.

The Company is eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations.

The salient features including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

The Company will issue and allot [6,11,112] Equity Shares and [79,97,00,000] Warrants of the Company on preferential basis ("Proposed Issue") to Proposed Allottees at the rate INR 216/- (Rupees Two Hundred and Sixteen Only) per security, to be subscribed in cash as per the provisions of SEBI ICDR Regulation.

The salient features including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

### 1. Objects of the Preferential Issue:

The proceeds from the Preferential Issue shall be used, inter alia towards Strategic Acquisitions, Capital Expenditure, working capital requirements & general corporate purposes including issue expenses and such other purpose(s) as may be permissible under applicable laws as follows:

Sr. No.	Description of Object	Estimated Amount (in INR Crores)*	Reason for providing Broad Range, if applicable	Mode in which funds will be kept until utilisation
1.	Strategic Acquisitions	110.00	NA	Funds will be kept in fixed deposits with scheduled commercial banks, liquid / debt mutual funds,
2.	Capital Expenditure	5.00		
3.	Working Capital	25.93		
4.	General Corporate Purposes and Issue Expenses	45.00		

\*Estimation which may vary by +/- 10%.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

#### Monitoring the utilisation of funds

In terms of Regulation 162A of the SEBI ICDR Regulations, the Company has identified a Credit Rating Agency duly registered with the SEBI as the monitoring agency to monitor the use of the proceeds of the Issue. The monitoring agency shall submit its report to the Company on a quarterly basis, till 100% of the proceeds of the issue are utilized.

### 2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The Resolutions set out in the accompanying notice authorizes the Board for issuance of 6,11,112 (Six Lakh Eleven Thousand One Hundred and Twelve) Equity Shares at an issue price of INR 216/- (Rupees Two Hundred and Sixteen Only) aggregating to INR 13,20,00,192/- (Rupees Thirteen Crore Twenty Lakhs One Hundred and Ninety-Two Only) and 79,97,000 (Seventy-Nine Lakhs Ninety-Seven Thousand) Warrants at an issue price of INR 216/- (Rupees Two Hundred and Sixteen Only) aggregating to INR 172,73,52,000 (Rupees One Hundred Seventy-Two Crore Seventy-Three Lakh Fifty-Two Thousand Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

### 3. Relevant Date:

The 'Relevant Date' as per ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Monday, November 03, 2025 i.e. 30 days prior to the date of this Extraordinary General Meeting.

**4. Basis or justification for the price (including the premium, if any) has been arrived at:**

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding Ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited (‘NSE’) preceding the Relevant Date: i.e. INR 211.02/- per Equity Share/Warrant;

10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited (‘NSE’) preceding the Relevant Date: i.e. INR 215.10/- per Equity Share/Warrant.

In accordance with the provisions enshrined in the Articles of Association of the Company and in compliance with Regulation 166A of SEBI ICDR Regulation has undertaken a valuation report from Mr. Bhavesh M Rathod, an Independent Registered Valuer (Reg No. IBBI/RV/06/2019/10708) dated 05<sup>th</sup> November, 2025 and the price arrived is INR 215.10/- (Rupees Two Hundred Fifteen and Ten Paise).

In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price (“VWAP”) for the Preferential Issue is INR 215.10 per Equity Share. The price per Equity Share/Warrant to be issued pursuant to the Preferential Issue is fixed at INR 216 per Equity Share/Warrant being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

**5. The price or price band at/within which the allotment is proposed:**

The price per Equity Share to be issued is fixed at INR 216/- (Rupees Two Hundred and Sixteen Only) which consists of INR 10/- (Rupees Ten Only) as Face Value and INR 206/- (Rupees Two Hundred and Six Only) as premium per Equity Share. The issue price for the Warrants is also fixed at INR 216/- (Rupees Two Hundred Sixteen Only). Kindly refer to the abovementioned point no. 4 for the basis of determination of the price.

**6. Principal terms of Assets charged as securities: Not Applicable**

**7. a) Material terms of issue of Equity Shares on Preferential basis:**

The Equity Shares to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects, including for dividend and voting rights.

**b) Material terms of issue of Warrants on Preferential basis:**

The warrant certificate will be issued upon receipt of 25% of Warrant Issue price i.e. INR 54/- (Rupees Fifty-Four Only) for each warrant. The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

**8. Intention/ Contribution of promoters/ directors/ key managerial personnel to subscribe to the offer:**

Mr. Paresh Zaveri, Promoter of the Company, and Ms. Niharika Zaveri, member of the Promoter Group, have expressed their intention to subscribe to the Warrants proposed to be issued by the Company.

**9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

Please refer “Annexure – A” to this Notice for details.

**10. Proposed time schedule within which the allotment/ preferential issue shall be completed:**

As required under the SEBI ICDR Regulations the allotment of Equity Shares and Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

Further, upon exercise of the option by the allottee to convert the warrants, the company will ensure that the allotment of equity shares pursuant to exercise of warrants should be completed within 15 days from the date of such exercise by the allottee.

**11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There shall be no change in management or control of the Company pursuant to the issue and allotment of Equity Shares and conversion of Warrants into Equity Shares except proportionate increase of shareholding of the Promoter and Promoter Group to the extent of new shares allotted.

**12. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year i.e. from April 01, 2025, no preferential allotment has been made to any person by the Company.

**13. Name and address of valuer who performed valuation:**

Name	Mr. Bhavik M Rathod
Address	Office No. 515, 5 <sup>th</sup> Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai - 400101
Registration No.	IBBI/RV/06/2019/10708

**14. Name and address of Monitoring Agency:**

Name	CRISIL Ratings Limited
Address	CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai- 400076
Registration No.	IN/CRA/001/1999

**15. Amount which the Company intends to raise by way of such securities:**

The Company proposes to raise an aggregate amount of up to INR 13,20,00,192/- (Rupees Thirteen Crore Twenty Lakh One Hundred Ninety-Two Only) through the issue of Equity Shares, and up to INR 1,72,73,52,000/- (Rupees One Hundred Seventy-Two Crore Seventy-Three Lakh Fifty-Two Thousand Only) through the issue of Warrants.

Accordingly, the total fund raise will aggregate to INR 1,85,93,52,192/- (Rupees One Hundred Eighty-Five Crore Ninety-Three Lakh Fifty-Two Thousand One Hundred Ninety-Two Only).

**16. The class or classes of persons to whom the allotment is proposed to be made:**

Please refer point.23 to this Notice for details.

**17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable**

**18. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

**19. Listing of Securities:**

The Company shall make the requisite application to the Stock Exchange(s) where the existing equity shares of the Company are listed, seeking their approval for the listing of the new equity shares proposed to be issued. This includes the listing of those equity shares that shall arise from the conversion of warrants at a future date. The new Equity Shares, upon allotment and/or conversion, shall rank pari passu with the existing equity shares of the Company in all respects, including, but not limited to, the entitlement to dividend.

**20. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:**

The proposed allottees, Mr. Paresh Zaveri and Ms. Niharika Zaveri, are presently categorized as belonging to the Promoter and Promoter Group of the Company, respectively. Their status shall remain unchanged as Promoter/Promoter Group subsequent to the proposed preferential allotment and the potential conversion of warrants. All other proposed allottees are in the Non-Promoter Category prior to the issuance and shall maintain their categorization in the Non-Promoter Category upon the completion of both the allotment of equity shares and the conversion of warrants.

**21. Undertaking:**

The Company hereby undertakes that:

- a. None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- c. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not

be applicable.

- d. The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so.
- e. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- f. The Proposed Allottees have confirmed that:
  - i. they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date
  - ii. they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
  - iii. They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable)

## 22. Certificate:

As required in Regulation 163(2) of the SEBI ICDR Regulations, a certificate from CS Deepak Rane (Membership No. ACS 24110), a Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://www.trejhara.com>.

## 23. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of Investor	Ultimate Beneficial Owner	Category of Investor	PAN	Pre-issue Holding	% of shares held of pre-preferential capital	No. of shares/warrants to be allotted	Post-issue holding	% of share held of post preferential capital
<b>Equity Shares</b>									
1	Mr. Prakash Shah	--	Non-Promoter (Resident Individual)	AMPPS3514G	--	--	4,09,723	4,09,723	1.28
2	Ms. Suparna	--	Non-	ADRPD8150C	--	--	2,01,389	2,01,389	0.63

	Duttagupta		Promoter (Resident Individual)						
<b>Warrants</b>									
1	Mr. Paresh Zaveri	--	Promoter (Non Resident Individual)	AAEPZ5587B	17,59,651	7.49	25,00,000	42,59,651	13.26
2	Ms. Niharika Zaveri	--	Promoter Group (Resident Individual)	ABJPZ4581F	95,674	0.41	1,00,000	1,95,674	0.61
3	Mr. Ajay Sarupria	--	Non- Promoter (Resident Individual)	AKMPS1636E	7,00,000	2.98	28,00,000	35,00,000	10.90
4	Ms. Bhakti Zaveri	--	Non Promoter (Resident Individual)	AAOPZ3573F	500	0.00	5,00,000	5,00,500	1.56
5	Ms. Parul Parmar	--	Non promoter (Resident Individual)	AJBPP5813E	1,00,010	0.43	5,00,000	6,00,010	1.87
6	Barclays Wealth Trustees India Private Limited (Lotus Family Trust)	--	Trust	AABTL4517C	--	--	10,00,000	10,00,000	3.11
7	Bay Business Consultancy LLP	Mr. Siddharth Mehta	Body Corporate	AAXFB0692C	--	--	3,00,000	3,00,000	0.93
8	Birch Tree Ventures Private Limited	Mr. Bhavik Mehta	Body Corporate	AANCB2637C	--	--	75,000	75,000	0.23
9	Mr. Ajay Kumar Choudhary	--	Non Promoter (Resident Individual)	ACJPC9603L	--	--	50,000	50,000	0.16
10	Ms. Dhara Baval	--	Non Promoter (Resident Individual)	AIHPB4372k	--	--	50,000	50,000	0.16
11	Whass Esolutions Private Limited	Mr. Akshay Widhani Ms. Sabena Widhani	Body Corporate	AACCW1245 Q	--	--	25,000	25,000	0.08
12	Mr. Aditya	--	Non	BMOPS5036H	12,329	0.05	25,000	37,329	0.12

	Shukla		Promoter (Resident Individual)						
13	Ms. Mamta Hingarh	--	Non Promoter (Resident Individual)	AAAPH8691N	--	--	50,000	50,000	0.16
14.	Ms. Genelia Ritesh Deshmukh	--	Non Promoter (Resident Individual)	AEMPD5463L	--	--	12,000	12,000	0.04
15.	Mr. Neil Dsouza	--	Non Promoter (Resident Individual)	AACPD2343R	10,000	0.04	10,000	20,000	0.06

**\* The pre-preferential shareholding percentages of the proposed allottees have been calculated considering enhanced number of shares post allotment of 89,89,344 equity shares pursuant to Scheme of Amalgamation. (i.e 2,35,05,642 equity shares)**

**\*\*The shareholding numbers and percentages indicated under the 'Post-Preferential Holding' column have been computed on the assumption that all the warrants proposed to be issued to the respective allottees will be fully converted into equity shares.**

#### 24. Other Disclosures

- In the proposed issuance of Equity Shares and Warrants, certain allottees will be receiving more than 5% of the post-issue fully diluted share capital of the Company. Accordingly, in compliance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and in accordance with the Articles of Association of the Company, a valuation report has been obtained from Mr. Bhavik M Rathod, Independent Registered Valuer (Reg. No. IBBI/RV/06/2019/10708), dated November 05, 2025 determining the price at INR. 215.10/- (Rupees Two Hundred Fifteen and Ten Paise only) per share.
- The Company is in compliance with continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- The Company does not have any outstanding dues towards SEBI, the Stock Exchange or the depositories.
- In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, 2018, approval of the members for the issue and allotment of the said equity shares and warrants to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares and warrants would be within the Authorised Share Capital of the Company.

Except for the proposed allottees, who are already shareholders of the Company, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item No. 2 and Item No.3 in the accompanying notice for approval by the Members.

## Annexure-A

The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows :

Sr. No.	Category of Shareholder(s)	Pre-Issue(as on )		Post- Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
<b>1</b>	<b>Indian</b>				
a)	Individual	809276	3.44	909276	2.83
b)	Family Trust	--	--	--	--
c)	Bodies Corporate	--	--	--	--
	<b>Sub-Total (A)(1)</b>	<b>809276</b>	<b>3.44</b>	<b>909276</b>	<b>2.83</b>
<b>2</b>	<b>Foreign</b>				
a)	Individual	1813151	7.714	4313151	13.43
b)	Bodies Corporate	5546022	23.59	5546022	17.27
	<b>Sub-Total (A)(2)</b>	<b>7359173</b>	<b>31.31</b>	<b>9859173</b>	<b>30.70</b>
	<b>Promoters &amp; Promoter Group Holding (A)</b>	<b>8168449</b>	<b>34.75</b>	<b>10768449</b>	<b>33.53</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
<b>(1)</b>	<b>Institutional Investor</b>				
a)	Mutual Funds	--	--	--	--
b)	Venture Capital Fund	--	--	--	--
b)	Alternative Investment Funds	--	--	--	--
c)	Financial Institutions/ Banks	--	--	--	--
e)	Insurance Companies	--	--	--	--
f)	Provident funds/ Pension funds	--	--	--	--
g)	Asset reconstruction companies	--	--	--	--
h)	Sovereign Wealth Funds	--	--	--	--
i)	NBFCs registered with RBI	--	--	--	--
j)	Other Financial Institutions	--	--	--	--
h)	Any Other (specify)	--	--	--	--
	<b>Sub-Total (B)(1)</b>				
<b>(2)</b>	<b>Institution (Foreign)</b>				

a)	Foreign Direct Investment	--	--	--	--
b)	Foreign Venture Capital Investors	--	--	--	--
c)	Sovereign Wealth Funds	--	--	--	--
d)	Foreign Portfolio Investors Category I	200437	0.85	200437	0.62
e)	Foreign Portfolio Investors Category II	--	--	--	--
f)	Overseas Depositories (holding DRs) (Balancing Figure)	--	--	--	--
g)	Any Other (specify)	--	--	--	--
	<b>Sub-Total (B)(2)</b>	200437	0.85	200437	0.62
<b>(3)</b>	<b>Central Government/State Government</b>	--	--		
(a)	Central Government/ President of India	--	--	--	--
b)	State Government/Governor	--	--	--	--
c)	Shareholding by companies or Body Corporate where Central/State Government is a promoter	--	--	--	--
	<b>Sub-Total (B)(3)</b>	--	--	--	--
<b>(4)</b>	<b>Non-Institutions</b>				
a)	Associate companies/ subsidiaries	--	--	--	--
b)	Directors and their relatives (excluding independent director and nominee directors)	111	0.00	111	0.00
c)	Key Managerial Personnel	25002	0.11	25002	0.079
d)	Relatives of promoters (other than "Immediate Relatives" of promoters disclosed under "Promoter and Promoter Group" category)	--	--	--	--
e)	Trusts where any person belonging to "Promoter and Promoter Group" category is "trustee", "beneficiary", or "author of the trust"	--	--	--	--
f)	Investor Education and Protection Fund (IEPF)	96	0.00	96	0.00
g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	3888389	16.54	3910389	12.18
h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	7918323	33.69	12504435	38.94
i)	Non Resident Indians (NRIs)	723644	3.08	723644	2.25
j)	Foreign Nationals	2000	0.01	2000	0.01
k)	Foreign Companies	297992	1.27	297992	0.93
l)	Bodies Corporate	1739196	7.40	2139196	6.66
m)	Any Other (specify)	542003	2.31	1542003	4.80

	<b>Sub-Total (B)(4)</b>	<b>15136756</b>	64.40	<b>21144868</b>	65.84
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)</b>	<b>15337193</b>	65.25	<b>21345305</b>	66.47
<b>C)</b>	<b>Non-Promoter- Non-Public</b>				
1	Custodian/DR Holder	--	--	--	--
2	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	--	--	--	--
	<b>Total Non-Promoter- Non-Public Shareholding (C)=(C)(1)+(C)(2)</b>	--	--	--	--
	<b>Total (A+B+C)</b>	<b>23505642</b>	100	<b>32113754</b>	100

\* The pre-preferential shareholding percentages of the proposed allottees have been calculated considering enhanced number of shares post allotment of 89,89,344 equity shares pursuant to Scheme of Amalgamation. (i.e 2,35,05,642 equity shares)

\*\*The shareholding numbers and percentages indicated under the 'Post-Preferential Holding' column have been computed on the assumption that all the warrants proposed to be issued to the respective allottees will be fully converted into equity shares.

By Order of the Board of Directors

Sd/-  
Shardul Inamdar  
Company Secretary

Place: Navi Mumbai  
Date: November 05, 2025

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